

## Pride Foundation Australia Board Member Position Description

### PFA purpose

The overall purpose is to advance equity for Australian LGBTQIA+ communities and individuals most disadvantaged by discrimination and structural inequalities.

### PFA Board of Directors Roles and Responsibilities

Pride Foundation Australia (PFA) is a company limited by guarantee. We are regulated by the Australian Charities and Not-for-profits Commission (ACNC), to which we report annually. The Australian Taxation Office has endorsed PFA as a charity with income tax exemption (ITE) and deductible gift recipient status (DGR1), meaning gifts to Pride Foundation Australia (ABN: 85 116 997 427) are income-tax-deductible.

It is intended that PFA will exist in perpetuity and will seek donations and bequests, to maintain capital funds and to generate income from them. Grants will be made from donations and the capital funds to achieve PFA's purpose. The organisation operates under the 'social change philanthropy' model and relies on being highly engaged with the community. The Board is responsible for the long-term stewardship and sustainability of PFA.

PFA directors must ensure reporting requirements are fulfilled including to:

- ACNC relating to its charitable, governance and financial status;
- ASIC on governance matters which ACNC does not take responsibility for;
- Australian tax Office (ATO) relating to DGR-1 status and tax obligations; and
- State governments in relation to fundraising.

According to ACNC, the Board of Directors must be responsible for accountability, strategy, resourcing, advocacy and monitoring the operations of the organisation.

### Board member's responsibilities are:

- to act with reasonable care and diligence;
- to act in the best interests of the charity and for a proper purpose;
- not to improperly use information;
- to manage financial affairs responsibly;
- to disclose and manage conflicts of interest;
- not to allow the charity to operate while insolvent; and
- to be involved in succession planning for Board membership.

### Specific roles of the PFA Board include

- setting the strategic direction and activities for PFA
- providing leadership and governance
- ensuring sustainability of PFA for the long term

- appointing and removing any staff as necessary
- appointing Board members and committee members
- managing the PFA committees
- ensuring risk management systems are in place
- approving and monitoring the financial position, the annual budget, and ensuring ethical investments of the funds
- contributing to fundraising activities of PFA
- approving grant giving
- evaluating the social impact of the PFA activities
- representing PFA to stakeholders and the wider community and building relationships
- communicating and consulting with PFA stakeholders
- attending Board meetings including the annual general meeting

### Composition of the Board

PFA Board members must have values that align with the PFA purpose including direct knowledge and involvement with the Australian LGBTQIA+ communities, and a commitment to philanthropy. Each Board member will have at least one of the following areas of experience:

- governance and risk management
- grants administration
- law
- marketing, communications and digital media
- research
- policy planning and delivery
- accounting and financial management
- fundraising
- Board membership
- work with the not-for-profit sector
- volunteer and events management and attendance
- work with philanthropic foundations or charities

The Constitution specifies a minimum of 5 and maximum of 15 directors. In line with legal requirements for the governance of a Public Fund, at least half of the Directors should be Responsible Persons as determined by the Australian Tax Office. The Board should be broadly representative of the community it serves, so the Board will endeavour to ensure that a range of LGBTQIA+ identities are represented, as well as being inclusive of a range of locations, abilities, cultural backgrounds and ages.

A Director will not be eligible for appointment, or will become ineligible to continue their role as Director, if they are:

- Deemed by an appropriately qualified medical practitioner to be of unsound mind; or
- Convicted of fraud or an offence under the Corporations Act.

### Referee checks

Referee checks are conducted for prospective new Board members, to ensure the values, experience and standing are appropriate.

### Operation of the Board

As a volunteer run organisation Board members are expected to contribute to the operation of the organisation as well as their Board roles. The Board meets as often as necessary, usually by electronic means, or in-person for strategic planning. A quorum at meetings of directors is 3 or ½ the number of Directors, whichever is the greater. Decisions are made by consensus or majority vote as decided by the Directors present.

Members serve in an honorary capacity and receive no fees for their services on the Board or its Committees, although reasonable expenses can be claimed. There is no time limit on the appointment.

The Directors may delegate any of their powers to one or more committees consisting of the number of Directors they think fit.

### Expressions of interest

To apply for membership of the PFA Board, please submit a CV and an application addressing the following selection criteria:

- direct knowledge and involvement in Australian LGBTQIA+ communities
- experience in governance including Board membership, financial management
- interest in fundraising and/or grant giving
- volunteer experience
- previous involvement with Pride Foundation Australia or similar philanthropic groups
- the reasons for applying to the Board
- the names of two referees.

Applications should be emailed to

[ruth.mcnair@pridefoundation.org.au](mailto:ruth.mcnair@pridefoundation.org.au)