

Position Description - Non-Executive Director

Purpose

The role of Non-Executive Director (director) is critical to drive the success of ARC Justice. The director contributes their experience, skills, and expertise to govern the company's performance, ensure it meets its compliance obligations and enable the company to remain viable and effective in the present and for the future.

Collective Duties & Responsibilities

The following responsibilities are the collective responsibility of the Board.

- Set the company's strategic direction and priorities.
- Regularly scan the external operating environment to ensure the organisation's strategic direction remains both appropriate and viable.
- Make decisions about planning, resources, goals and activities of the organisation.
- Monitor organisational performance and evaluate the achievement of strategic priorities.
- Monitor the financial performance and sustainability to ensure ongoing viability and alignment to annual budget outcomes.
- Establish the policy and delegations framework for governing the organisation from which all operational policies and actions are developed.
- Ensure the organisation has appropriate corporate governance structures in place including standards of ethical behaviour and promoting a culture of corporate and social responsibility.
- Ensure that the organisation has an appropriate risk management framework, understands and operates within the Board's established risk appetite, and protects its assets and resources appropriately.
- Monitor CEO and organisational compliance with the relevant federal, state and local laws, accounting standards, and with the organisation's own policies.
- Be clear and understand the roles, responsibilities and reporting relationships of the board and management.
- Recruit, oversee and support the CEO to manage the organisation, including the provision of advice and guidance while avoiding individual instruction relating to operational matters.

Individual Duties & Responsibilities

The following responsibilities are the individual responsibilities of each director.

- Attend online board meetings fully prepared at six meetings per year. Attend the annual in-person strategic planning workshop. Where attendance is not possible, provide an apology to the Chair of the Board in advance of the meeting. If absence is likely to extend for more than three consecutive meetings, obtain an approved leave of absence from the Chair of the Board.
- At board meetings recognise the authority of the Chair.

- Listen to and respect opinions of fellow directors.
- Analyse and problem solve at a strategic level and contribute to effective decision making.
- Debate issues in a constructive and co-operative manner.
- Provide advice, opinions and independent judgement and actions to inform board decisions.
- Take reasonable steps to be satisfied as to the soundness of all decisions of the board.
- Express concerns to the Chair, or if it concerns the Chair, the Deputy Chair, about decisions or actions contrary to the Board's duties and responsibilities.
- Not demand or accept in connection with official duties any fee, favour, reward, gratuity or remuneration of any kind, outside the scope of entitlements as a board member, unless authorised by the Chair.
- At the request of the Chair, attend meetings or participate in discussions with relevant external parties. This can include, but is not limited to, auditors, regulators, expert advisors, consultants and partners.
- Participate in at least one Board Committee as agreed with the Chair.
- Declare and monitor actual or perceived conflicts of interest.
- Attend or participate in at least one director-related education activity annually.
- Attend the Annual General Meeting.

Expectations

In addition to the above duties and responsibilities, the director is also expected to:

- Comply with all legal obligations as a director under the Corporations Act 2001.
- Act in good faith and in the best interests of the company.
- Comply with the ARC Justice Code of Conduct and all relevant policies and procedures.
- Have a strong understanding of the organisation's business and financial model, strategic risks and key performance drivers.
- Maintain confidentiality and not divulge information deemed confidential or sensitive. If directors are uncertain, they should seek direction from the Chair.
- Avoid discussing board business in places where there is a likelihood of being overheard.
- Abide by board decisions once reached, and once decisions are made, speak with one voice; and
- Demonstrate engaged commitment.

ARC Justice maintains a skills matrix which outlines the desired competencies and skills it seeks from the collective board to ensure it can meet its responsibilities. In addition to the above responsibilities and expectations, having familiarity with and / or a connection to the geographies and particular community groups in which the organisation operates, is considered an advantage for a Director.