

Position Description

Position Title: Non-Executive Director

Integricare is a Christian not-for-profit organisation established in 1882 and registered as a charity with the Australian Charities and Not-for-profit Commission (ACNC).

Our Vision

Children and families who thrive, with young lives shaped today to impact generations to come.

Our Christian identity is defined by our beliefs (see Appendix A) and the practical outworking of these beliefs in our day-to-day operation, attitudes and actions. In this, we live out:

Our purpose

Serving children and families through Christ-centred education support and care.

We express our purpose through Preschool, Early Learning Centre (Long Day Care) and Family and Community service streams.

Our values

CHILDREN	Shine Brightly	Kind Hands, Kind Hearts	Better with Friends	Brave and Strong
				
ORGANISATION	Commit to Excellence	Here to Serve	Better Together	Rise Stronger

The Role of our Board

The role of the Board is to ensure effective governance and oversee the implementation of strategies, policies, systems and frameworks that facilitate the provision of exceptional early childhood education and care. The Board takes a unique role of oversight, that is distinct from the day-day-to management of operations (which is generally overseen by the executive team). As such, the governing body is intended to focus on hindsight to reflect on past performance, oversight of current performance, insight to the operations and foresight of trends and reforms (e.g. in the early childhood education and care sector) to set the strategic objectives.

Board & Company Structure

The Board currently comprises seven Directors, who appoint a Chair and Deputy Chair from among them. There are two Board Sub-Committees; Finance and Property, and Governance. Additionally, the Board has approved the participation of two Directors on a Management Committee; the Mission and Excellence in Learning and Care committee. Directors are also Members of the Company.

Role requirements

- The role requires attending approximately eight Board meetings, or Member General Meetings as called, and serving on at least one Board committee or Management Committee (up to 4 meetings) per year.
- All Directors are required to do the associated preparation ahead of Board and Committee meetings including reading papers to allow informed and active contribution at meetings
- All Directors are expected to participate in relevant learning and development
- Some travel to Integricare locations is anticipated.
- The role may require attendance in additional conference calls for management, financial reporting and general compliance issues if required.
- There will be an annual Board strategy meeting, possibly over 2 days.

Directors must ensure the organisation is compliant with all relevant laws and regulations including:

- ACNC Governance Standards
- NSW Child Safe Standards
- ACECQA/Dept of Education registration requirements including National Quality
- Framework Workplace Health and Safety law

Directors are also responsible for:

- Stewarding Integricare's Christian identity, culture, purpose, vision and values at Board level.
- Stewarding the culture of the organisation, which includes setting, promoting

and monitoring the tone of Integricare's culture, including child safe culture.

- Effective governance of Integricare;
- Involvement in formulating strategic directions and the approval of strategic plans;
- Monitoring the financial performance of the company including reviewing and approving the annual budget and audited financial statements;
- Recruitment and managing performance of the CEO;
- Reviewing, approving and monitoring the business plan and annual budget;
- Contributing to the development of Board and organisational policies;
- Supporting stakeholder engagement and networking on behalf of Integricare;
- Identifying skills required by the Board and potential candidates for Board positions.

Competencies and skills (role related)

All Directors must have some knowledge in each of the below areas, although it is recognised that the level of knowledge in different areas will vary between Directors.

Integricare is committed to ensuring that there is a diverse mix of skills and experience across the Board supported by the use of our Skills Matrix. In line with Australian Institute of Company Directors' guidelines, the below role related competencies are vital in ensuring a healthy and high functioning Board environment:

- Knowledge of a Director's responsibilities - understanding the role and its legal, ethical, fiduciary and financial responsibilities, and ensuring these are upheld individually and organisationally;
- Strategic expertise - review strategy through curious questions, bring suggestions and
- contribute to the effective decision making of the Board;
- Accounting and finance - the ability to read and comprehend the company's accounts and other financial material presented to the Board. Ensure compliance with financial reporting requirements;
- Legal - overseeing compliance with relevant corporate and sector laws and understanding the individual Director's legal duties and responsibilities, outlined in the ACNC Governance Standards as follows:
 - to act with reasonable care and diligence;
 - to act honestly and fairly in the best interests of Integricare and for its charitable purposes;
 - not to misuse their position or information they gain as a Responsible Person
 - to disclose conflicts of interest;
 - to ensure that the financial affairs of the charity are managed responsibly; and

- not to allow the charity to operate while it is insolvent.
- Risk Management - ability to oversee and govern organisational risk management including emerging and sector-specific risks
- Managing people and achieving change - experience in current management thinking on employment, branding, engagement, strategic vision and stakeholder communication; experience in Executive remuneration and compensation;
- Industry knowledge - relevant experience in similar organisations or industries.

Competencies and Characteristics (personal attributes)

- Christian identity - a committed Christian, with a personal relationship with Jesus who is active in local church/ministry.
- Cultural alignment - a deep understanding of, and demonstrated alignment with, the culture, purpose and values of Integricare. Lived experience as a parent or staff member in services equivalent to those provided by Integricare is also desirable.
- Integrity - fulfilling a Director's duties and responsibilities, acting ethically, appropriate independence, putting the organisation's interests before personal interests;
- Collaborative yet curious and courageous - Directors must be able to function as effective team members but also must have the curiosity to ask questions and the courage to persist in robust discussions with management and fellow Board members where necessary;
- Emotional intelligence - as well as self-awareness and self-management, directors need to demonstrate empathy manifested through strong interpersonal skills. Directors must work well in a group, listen well, be tactful and able to communicate clearly and concisely;
- Commercial judgement and instinct - Directors need to demonstrate good business instinct and acumen, and be able to assimilate and synthesise complex information;
- Meaningful engagement - Directors need to be active contributors with genuine interest in the company and its business.

Educational requirements

Directors will require necessary qualifications, such as those listed below, that allow each to fulfil their functional role in the business.

- Tertiary education
- Understanding of the role of a Company Director, with completion of the AICD's Company Directors Course or Governance Institute's Certificates highly regarded. A willingness to undertake ongoing professional development
- Other related education / professional experience

Remuneration and benefits

- Annual remuneration in accordance with Integricare's Director Remuneration policy
- Travel and other expenses: Travel and other expenses in accordance with Integricare's Expense Reimbursement Policy.
- Other, such as any non-cash benefits: Professional Development as agreed with Board Chair or any developed policy.

In line with best practice governance principles, Integricare Directors receive compensation for discharging their fiduciary and statutory obligations as company officers. Integricare Directors are not remunerated with performance-based remuneration, or eligible to receive termination payments.

Code of Conduct

This position description should be read in conjunction with the Integricare Board Code of Conduct.

Other Requirements

All Directors must undergo any relevant and required personal history checks including but not limited to:

- Criminal History (including international)
- Banned and Disqualified Persons
- Working with Children Check
- Bankruptcy search if required

Directors must hold a Director Identification Number issued by the Australian Business Registry.

DOCUMENT CONTROL PANEL	
POLICY OWNER	CoSec
POLICY APPROVER	Board
BOARD COMMITTEE (if relevant)	GovComm
BOARD COMMITTEE ENDORSEMENT DATE (if relevant)	1 Apr 2026
APPROVED BY	Board
APPROVAL DATE	29 Apr 2026
REVIEW FREQUENCY	2-yearly (but ensure to align with Board Charter review)
NEXT REVIEW DUE	2028