

## POSITION DESCRIPTION - Board Non-Executive Director

### ABOUT US

St. Mary's House of Welcome (SMHOW) is a faith-based, not for profit organisation that provides a range of services to people who are homeless, disadvantaged and socially isolated to be nourished and safe, to have practical support and to find hope, experience belongingness and achieve their full potential. SMHOW is also a registered disability provider with the NDIS providing services to people with complex psychosocial disability and culturally and linguistically diverse communities.

SMHOW is a company limited by guarantee under the Corporations Act. SMHOW holds Public Benevolent Institution status pursuant to s. 30 of the Income Tax Assessment Act 1997.

St Mary's House of Welcome was established by the Daughters of Charity in 10 May 1991 to continue its work of the Daughters of Charity in accordance with the philosophy of the Daughters of Charity. This philosophy is based on the theological principles drawn from the Catholic tradition, the Social Doctrines of the Catholic Church, the spirit of St Louise de Marillac and St Vincent de Paul and professional principles for community based human service delivery.

Inspired by the spirit of the Daughters of Charity, SMHOW seeks to further social justice by standing with disadvantaged people offering support, solutions and hope.

*"...You know (the poor) are our masters and that we must love them tenderly and respect them deeply. It is not enough for these maxims to be in our minds; we must bear witness to them by our gentle and charitable care...Never take the attitude of merely getting the task done. You must show them affection, serving them from the heart, inquiring of them what they might need, speaking to them gently and compassionately." St. Louise de Marillac SW L. 284b p.320*

### Role & Context

The Board Director will support the work of SMHOW and provide mission-based leadership and strategic governance. The Board/CEO relationship is a partnership and the appropriate involvement of the Board is both critical and expected.

Individual Board members are expected to:

- Actively promote SMHOW and be diligent in attending board meetings and devote time in preparation for meetings to allow full and appropriate participation.
- Attend approximately 10 Board meetings per year, during the evening. In addition it may be necessary to take part in monthly conference calls and/or occasional weekend workshops.
- Serve on Board committees as required.
- Uphold Board decisions in public and private.
- Attend special events and professional development opportunities each year.
- Make reasonable enquiries to ensure SMHOW is operating efficiently, effectively and legally towards achieving its goals.

**Term of Appointment**

Your appointment will be made pursuant to the Daughters of Charity Inc Works Corporate Charter SMHOW 2021 and is initially for a 3-year fixed term period from your acceptance. Prior to the end of your term of appointment, you may resign by notice in writing at any time and, under the Corporations Act 2001 (Cth) and the Constitution, your appointment may cease in certain prescribed circumstances.

**Company Overview**

- Annual Budget: \$2.2m
- Number of Staff: 29 EFT
- Number of Volunteers: 350

Our fundamental purpose is to enable people who are homeless, disadvantaged and socially isolated to be nourished and safe, to have practical support and to find hope, experience belongingness and achieve to their full potential. With a non-judgmental '*open door*' service approach to its community, St Mary's is a place where everyone is welcomed, opportunities for social connection are created, and practical support, activities/structured programs and information and referral to external agencies are provided. We work collaboratively toward ensuring our activities support the key outcomes and strategies outlined in the Homelessness Action Plan.

**Our Mission:**

Inspired by the spirit of the Daughters of Charity, SMHOW seeks to further social justice by standing with disadvantaged people offering support, solutions and hope.

**Our Values:**

- Hopefulness
- Relationships
- Respect
- Responsiveness
- Welcome

**Person Specification**

The Board Director must demonstrate the following competencies:

- Knowledge of a director's responsibilities: including an understanding of the role as well as the legal, ethical, fiduciary and financial responsibilities.
- Strategic expertise: the ability to review the strategy through constructive questioning and suggestion, contributing to the effective decision making of the board.
- Performance: monitor the organisation's performance against its strategies and targets.
- Financial literacy and a strong understanding of the financial aspects of Board responsibilities
- Ability to lead an organisation within a faith-based values framework
- Capacity to work as a peer to other Board members and seek consensus within a dispute resolution environment informed by principles of faith

And may have specialist expertise in:

- Accounting and finance: the ability to comprehend and interpret the company's accounts, financial material presented to the Board, financial reporting requirements and some understanding of corporate finance
- Legal: the Board's responsibility involves overseeing compliance with numerous laws as well as understanding the individual directors' legal duties and responsibilities
- Risk management: experience in managing areas of major risk to the organisation
- Industry knowledge: experience in similar organisations or industries.

#### Qualifications:

Essential: Tertiary qualifications in a relevant field with significant industry experience.

Desirable: Successful completion of the Australian Institute of Company Directors Course or Governance Institute of Australia Course.

#### Other:

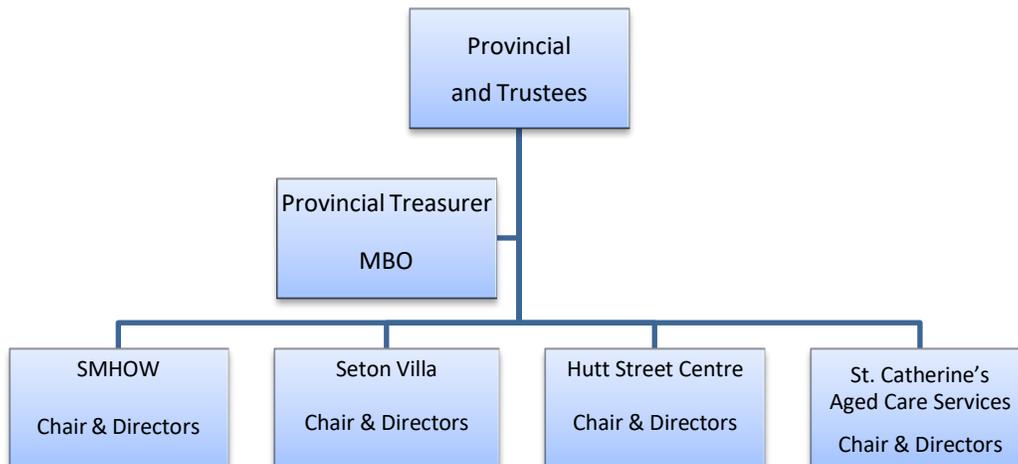
Essential: Willingness to uphold and support the Daughters of Charity values.

Desirable: An understanding of the Catholic values and faith.

#### Structure of the Board

The following diagram shows the communication flow between the Provincial and the specific Incorporated Works Chairs and Boards of the Daughters of Charity.

The Trustees of the Daughters of Charity are the members of the association and are referred to as the Members.



#### Board Roles

St Mary's House of Welcome Board of Directors is 'To administer and manage the Agency in accordance with the Philosophy of the Works of The Daughters of Charity' (see Rule 3 of the Constitution).

The Board of Directors is responsible for the administration and management and the overall performance of St Mary's House of Welcome.

It is responsible for planning the strategic goals (in line with the Daughters of Charity Strategic Direction) and the business plan.

The Board is responsible for presenting the Strategy to the Members annually.

The Board is responsible for ensuring conformity to regulatory and ethical requirements and for adherence to St Mary's House of Welcome Mission and Values.

The Board has three committees currently in operation:

- Governance & Mission Committee
- Finance & Audit Committee
- Fundraising & Marketing Committee.

The ACNC sets minimum governance standards that all charities must meet. The ACNC's Governance Standard Five requires that charities take reasonable steps to make sure that the members of their governing body know and understand their legal duties and carry out their duties. These duties generally require you to be careful and conscientious in your role and to act with common sense and integrity.

The duties are:

- ***To act with reasonable care and diligence.*** You must exercise your powers and duties with the care and diligence that a reasonable person would if they were in your place.
- ***To act in good faith in the best interests of SMHOW and for a proper purpose.*** When acting as a Board member you must make decisions that are in the best interest of SMHOW and to further its charitable purpose.
- ***Not to improperly use information or position.*** Any special knowledge that you gain as a Board member must only be used for the benefit of SMHOW and never to further personal or other interests. Similarly, you must not use your position to improperly gain an advantage for yourself or someone else, or cause detriment to the charity.
- ***To disclose conflicts of interest.*** If your duty to act in the best interests of SMHOW is in conflict with (or may conflict with) your personal interests, you must disclose this responsibly.
- ***To ensure that financial affairs are managed responsibly.*** You must ensure that there are systems and processes in place so the SMHOW resources are being effectively put towards the Organisation's charitable purpose and are protected from misuse.
- ***Not to allow SMHOW to operate while insolvent.*** You must ensure that SMHOW can pay its debts as and when they fall due and that the Company does not continue to operate if it cannot pay its debts.

### **Remuneration & Expenses**

Directors are unpaid. The Constitution allows for the payment of fees, subject to the approval of members at an AGM. You will be reimbursed for all approved expenses incurred in your role as a Director.

**Directors & Officers Insurance**

SMHOW maintains Directors & Officers Insurance for Board members and meets all premiums. A Certificate of Currency may be obtained from the Company Secretary on request.

**Independent Advice**

With the approval of the Chair, you may seek independent professional advice at the Company's expense on any matter connected with the discharge of your responsibilities as a Director. Copies of this advice must be made available to, and for the benefit of, all Board members, unless the Chair otherwise agrees.

**Company Policies**

As a Director, you will be expected to act at all times in accordance with the Constitution and comply with SMHOWI policies and procedures. Copies of policies and procedures will be provided to you by the Company Secretary during your induction.

**Confidentiality**

In your role as a Director you will be in possession of confidential information about SMHOW and its affairs. You may only use that information in the proper performance of your duties or as required by law; you must not use it to gain advantage for yourself or others, or to the detriment of SMHOW.

**Induction**

On appointment, all Board members are required to complete a comprehensive induction program. The Company Secretary will contact you shortly to confirm a suitable date and time for your induction

**Acknowledgement:**

Nomination to SMHOW Board is subject to a satisfactory national (and international where relevant) police check and Working with Children Check (in Victoria) prior to commencement of any paid, unpaid work or participation in any service or undertaking.

My position description has been explained in detail and I understand and accept the accountabilities and authority as outlined.

**SIGNED BY BOARD MEMBER**

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Date

**SIGNED BY Chair**

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SMHOW Representative

Date