

# BOARD DIRECTOR

## Board Director Position Description

Date: August 2019

### Mental Health Australia Values

Mental Health Australia has endorsed the following principles. These serve as a guiding set of values informing all Mental Health Australia activities:

- Equity and social justice
- Inclusiveness and collaboration
- Integrity and diligence
- Responsiveness to need
- Tolerance and understanding of diversity
- Professional competence.

### The Role

A Mental Health Australia Board Director is required to attend approximately six to eight Board meetings per annum, and generally to participate in at least one Board committee.<sup>1</sup>

Some interstate travel is anticipated; most of the three to four annual face to face Board meetings are held at the Mental Health Australia office in Canberra. In addition it may be necessary to take part in ad hoc teleconference calls or out of session Board decisions for management/financial reporting and as emerging issues arise.

The Board's aim is to have a diverse skillset across the Board. It considers required competencies regularly and support is available to build competency of individual Directors and the Board as a whole. This is through a formal Board induction program, ongoing support from the Company Secretary, and Board training and information sessions eg. finance, risk, work health and safety, etc.

Eight Elected Directors are elected by the Mental Health Australia Voting Members through the Annual General Meeting Board Nomination and Voting process. There are two Board Appointed Directors who are appointed by the Board. Further information is available in the *Director Eligibility & Board Composition Policy*.

Directors must make decisions in the best interest of Mental Health Australia, and have a fiduciary responsibility to Mental Health Australia, regardless of their role within their nominating organisation.

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<sup>1</sup> Currently, the Mental Health Australia Board has two committees: the Finance Audit and Risk Management Committee, and the Governance Committee. Other committees or ad hoc working groups are formulated from time to time.



## Competencies<sup>2</sup> – role related:

A Board Director is expected to be competent, or quickly acquire competency, in the following areas:

- Knowledge of a Director’s responsibilities – includes an understanding of the role as well as the legal, ethical, fiduciary and financial responsibilities
- Strategic expertise – the ability to review strategy through constructive questioning and suggesting and contributing to effective decision making of the Board
- Accounting and finance – the ability to read and comprehend, or ability to quickly obtain understanding of, Mental Health Australia’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 Director’s legal duties and responsibilities
- Risk management – understanding of, or ability to quickly obtain understanding of, managing areas of major risk to the organisation
- Managing people and achieving change – understanding of, or ability to quickly obtain understanding of, current management thinking on employment, branding, engagement, strategic vision and stakeholder communication, and executive remuneration and compensation
- Industry knowledge – experience in similar organisations or industries, or experience in industries relevant to the function of the Board e.g. financial, legal.

## Competencies - personal

- Integrity – fulfilling a Director’s duties and responsibilities, acting ethically, appropriate independence, putting the organisation’s interests before personal interests (including the nominating Voting Member entity)
- Collaborative yet curious and courageous – a Director must be able to function as an effective team member but also have the curiosity to ask questions and the courage to persist in robust discussion with management and fellow Board Directors where necessary
- Emotional intelligence – as well as self-awareness and self-management, a Director needs to demonstrate empathy manifested through strong interpersonal skills. A Director must work well in a group, listen well, be tactful yet able to communicate a cogent and candid viewpoint
- Not-for-Profit sector judgement and instinct – a Director needs to demonstrate good business instinct and acumen and be able to assimilate and synthesise complex information
- An active contributor with genuine interest in Mental Health Australia and its business.

## Remuneration and benefits

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| <b>Annual honorarium</b> – Available only to the Chair and Directors nominated by the Consumer Members and Carer Members | Amount approved by Board annually.<br>Currently \$8,000 for the Chair and \$5,000 for the Directors nominated by the Consumer Members and Carer Members |
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<sup>2</sup> Competencies in this Position Description are based on the Australian Institute of Company Directors’ recommended director competencies.



**Travel** and other expenses

Travel and accommodation expenses related to attendance at Board and related events are covered by Mental Health Australia

