POSITION DESCRIPTION – CHAIR OF THE BOARD	
Expectations for Your Role	
Position	Chair of the Board
Reports to	Accountable to the Board of Directors
Term	12 Months
Effective Date	October 2025

Position Summary

The Board Chair is appointed annually by the Board at the first Board meeting following the Annual General Meeting.

In addition to their Board Director duties outlined within the Non-Executive Director Position Description, the Board Chair is responsible for the leadership of the Board including representing the Board in its accountability to Members including at and between Member meetings.

The Chair will collaborate work with the CEO and representing the public face of the organisation to its broader stakeholders and the community.

Key Deliverables

The Chair of the Board will be responsible for:

Facilitate Board Operations

- Facilitating proper information flow to the Board and seeking to ensure that the information is relevant, accurate, timely and sufficient.
- Facilitating the effective functioning of the Board interactions and meetings, including maintaining the meeting's focus on strategic and other priority matters.
- Ensuring the business of the meeting is dealt with effectively and efficiently.
- Setting standards of behaviour and engagement at Board meetings and discouraging behaviour
- inconsistent with those standards.
- Encouraging open and constructive contribution and communication amongst Board Directors and supporting Board members to raise constructive questions with management.
- Oversees the quality, sufficiency and relevance of financial information and non-financial information (for example, risk management data, complaints, public announcements, correspondence with key shareholders and regulators, etc.) made available to the Board.
- Ensuring Board's decisions are consistent with the organisation's purpose and values and are for the best interests of the organisation.
- Oversees the quality, sufficiency and relevance of Board meeting Minutes.
- Ensures progress and completion of actionable items set in previous Board meetings.
- Chairing Members meetings, annual and extraordinary general meetings (AGMs and EGMs).
- Attend and contribute to all Board and Committee meetings and other adhoc meetings as required.
- Commit the time required to fully exercise the duties required of the position (approximately minimum of 30-40 hours per month is needed to prepare for and attend board and committee meetings)
- Participate in an annual performance review lead by the Deputy Chair, with feedback obtained by other Board Directors, the CEO and Executive Team.

Manage Performance

- Overseeing Board, Committee and Director evaluation and remuneration reviews and succession planning including the CEO.
- Keeping Board members well informed and engaged in between Board meetings.
- Maintains an open, frank, and transparent working relationship with the CEO. Provides guidance to the CEO without interfering with day-to-day operation.
- Communicating the view of the Board, in conjunction with the CEO, to the organisation's stakeholders and to the public.
- Ensure the Board and self exemplifies the organisation's agreed values and standards of behaviour.

Stakeholder Management

- Acts as the Board's representative in communications between the Board, Members and broader stakeholders (such as regulators, community representatives, industry leaders), CEO, management and Employees.
- Effectively and fairly represents the organisation, in co-operation with the CEO at internal and external events.
- Maintain a visible presence during times of crisis where trust and confidence in the ability of the Board and management to respond to the crisis is important.

Quality

This role will participate in continuous monitoring and improvement at a Board level to ensure Each complies with legislation, professional standards and accreditation standards and any other governing laws that apply from time to time.

Safety & Wellbeing

Each is committed to providing and maintaining a working environment for everyone that is safe and minimises risk to health. All personnel are to take care of their own health and safety and the health and safety of any other person who may be affected by their acts or omissions at the workplace. Board members must understand their responsibilities and accountabilities to themselves and to others in accordance with Work Health and Safety legislation across the various jurisdictions and policies.

Key Selection Criteria

All applicants are required to demonstrate a basic knowledge and understanding of the following concepts that will equip them to perform the role of a director, and which will be developed further if appointed.

- **Integrity** – dedication to fulfilling a director's duties and responsibilities, acting ethically, with appropriate independence and accountability, putting the organisation's interests before personal interests
- **Financial literacy** – the ability to understand and interpret financial reports, in particular the audited financial statement in the organisation's Annual Reports to determine the financial health of the organisation.
- **Legal literacy** – the ability to understand the legal framework within which Each operates.
- **Inclusion** - Demonstrated ability to drive a safe and inclusive culture ensuring that social, psychological, cultural, and physical safety and wellbeing is a priority.
- **Collaborative yet curious and courageous** – able to function as an effective team member but also to provide constructive challenge and oversight, ask questions and persist in robust discussions with management and fellow board members where necessary
- **Emotional intelligence** – in addition to self-awareness and self-management, demonstrate empathy manifested through strong interpersonal skills; must work well in a group, listen well, be tactful yet able to communicate with a cogent and candid viewpoint
- **Commercial judgement and instinct** – demonstrate good business instinct and acumen, and be able to use and interpret complex information, understanding the need for information on which to base decisions
- **Meaningful engagement** – be an active contributor with genuine interest in the fundamental purpose of the organisation and its role in the health and community service system

- **Commercial astuteness** – demonstrates good business instinct and acumen.

Desirable Experience, Knowledge, and Qualifications

- Previous experience working on a Board or similar.
- Training or experience in governance, quality and or risk management would be well regarded.
- Specialist skills for example: legal, financial, public relations, community/stakeholder engagement, health, business development, or human services.
- Management experience or relevant skills and experience applicable to fulfill the specified Board functions (e.g., finance, quality, legal, clinical)
- Appreciation and understanding of the not-for-profit sector and health services preferred.

Mandatory Competencies and/or Licences

- Current and active membership of the Australian Institute of Company Directors or equivalent director/governance membership organisation, and willingness to complete such organisation's NFP or other relevant foundational governance training course.
- Completion of an acceptable Criminal History Check, Employee Working with Children Check (or State equivalent) and NDIS Worker Screening Check prior to commencement of appointment and as required by legislation and policy, as well as a duty to disclose relevant information that may arise after engagement has commenced.
- Satisfy the Suitability of Responsible Persons criteria specified by the Australian Charities and Not-for-profit Commissions Standard 4
- Willingness to undergo other required checks as per our funding bodies, including but not limited to insolvency checks, banning order checks, disqualified persons checks.

Exclusions and Conditions

- Each is an equal opportunity employer and adheres to these principles at the Board level. There are certain people who under the Corporations Law cannot be Board Directors of a company these include:
- Undischarged bankruptcy or subject to an insolvency agreement under the Bankruptcy Act, and has breached that agreement
- Persons guilty of fraud or other criminal activity
- People who are not Australian Residents
- Those under the age of eighteen
- People who have previously been convicted of an offence involving a breach of the Corporations Law punishable by imprisonment of more than 12-months or that involves dishonesty and is punishable by imprisonment of more than three months.
- Those listed as banned or disqualified under ASIC's Disqualified Persons Register.
- Someone who has not given their written consent to be a Director

Expected behaviours for all Each Board members.

- Acts in accordance with Each's Code of Conduct, policies and procedures and is demonstrably committed to Each's vision, mission, values, and service principles.
- Promotes a 'safety first' culture and acts in accordance with Each Health, Safety and Wellbeing Policy and management system.
- Ensures Each Great Care is put through its PACES (Person-Centred, Accessible, Connected, Effective and Safe).

- Promotes and supports a zero-tolerance culture that recognises all people have the right to live their lives free from abuse, neglect, violence, discrimination and exploitation and acts upon Each's commitment to recognise, raise and respond to any deviation from a person's human rights.
- Fosters and promotes an inclusive and collaborative work environment where all employees, volunteers and customers feel welcomed, respected, valued and enabled and proud to fully participate, irrespective of their individual differences in background, experience and perspectives. Demonstrates a customer focus by prioritising the needs and outcomes of internal and external customers.
- Demonstrates teamwork and collaboration and positively contributes to group activities.
- Contributes to innovation and continuous improvement and openly shares information and knowledge to enable optimal outcomes for customers.
- Be curious, reflective, and open to continuous learning and new ways of working.
- Successfully completes all mandatory training a required for the board in a timely manner, to support the delivery of high quality, safe and effective service delivery.