



POSITION DESCRIPTION – NON- EXECUTIVE BOARD DIRECTOR	
Expectations for Your Role	
Position	Non- Executive Board Director
Reports to	Accountable to the Board of Directors
Term	3 Years
Effective Date	October 2025

Position Summary

The Board of Directors (non-executive) at Each are responsible for the governance of Each, ensuring the organisation complies with all relevant legislation and operations according to the agreed Constitution adopted by Members. The Board oversees the performance of Each and is held ultimately responsible for all aspects of its activities.

The Board operates within the Each Leadership Layer ‘Board’ and is accountable to the Behavioural and Performance Standards.

Directors are responsible for contributing to the decision making of the Each Board. A Director cannot make decisions for the organisation independently of other Board Directors.

Key Deliverables

The Board Director will be responsible for:

Governance Obligations

- Be aware of applicable legislation and regulations.
- Develop a full understanding of the organisation’s finances, scope of service, strategic context and legal framework.
- Set the vision, strategy, and direction of the organisation.
- Ensure the ongoing financial viability of the organisation.
- Overall oversight of the organisation’s performance.
- Have ultimate accountability for the delivery of safe and quality services.
- Oversee the organisations enterprise risk management framework

Board and Committee Meetings

- Commit the time required to fully exercise the duties required of the position (approximately minimum of 10 hours per month is needed to prepare for and attend Board and Committee meetings)
- Attend and contribute to Board meetings, including the bi-monthly informal meeting with the CEO, being well prepared, meeting papers read and prepared to discuss agenda items.
- Attend a minimum of 80% of all Board and Committee meetings and provide timely advice if attendance is not possible. Unavailability for 2 or more consecutive meetings requires a formal leave of absence request submitted to the Board.
- Participate in at least one formal Board Committee and other ad hoc committees or working groups
- Participate in other processes as required (e.g., accreditation interviews, evaluations, strategic planning meetings, strategic discussions, site visits)
- Attend the Annual General Meeting.



- Vote in any polls, surveys or elections.
- Succession planning, performance management and, if required, removal of the CEO
- A minimum attendance of at least one site visit or event per year.

Director Performance and Development

- Adhering to the applicable obligations and duties set out in relevant organisational policies, including Board and governance policies.
- Undertake any mandatory training and development required to fully discharge their responsibilities.
- Undertake at least one individual professional development activity per annum relevant to their Each Board role and provide a formal summary paper to the Board on learnings. Professional development will be formally recorded on the Board register.
- Participate in an external annual Board performance evaluation and any required meetings
- Participate in any individual performance meeting with the Board Chair, if required
- Attend events where Each requires representation.
- Ensure there is active participation in and outside of meetings
- Provide a timely response to requests from management for feedback, engagement in organisational surveys and other reasonable out of hours activities specific to the business of Each.

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.