## 1.1 Position descriptions

The constitutions of most EYM organisations contain a high-level description of the roles of the key office bearer or executive positions, e.g., the Chair person, Treasurer, Secretary etc. This section contains template position descriptions (PD) for Board members holding various positions and outlines the knowledge, skills and attributes commonly required to perform the roles. EYMs can use this template when recruiting new members to their Boards.

#### Important note

The PDs in this section are generic, and EYMs must tailor them to suit their organisation’s needs and circumstances;

EYMs must also refer to their organisation’s constitution to ensure any requirements in that document in relation to these positions are also included.

### a) Ordinary Board Member

The following is a suggested position description for a Board member in general.

Background

[Briefly describe the organisation’s business and the benefits to the prospective Board member of being on the organisation’s Board].

Position summary

The Board of the [EYM Name] is the governing body of the organisation and has statutory responsibilities in accordance with the following:

* Corporations Act 2001 (or) Associations Incorporation Reform Act 2012
* Australian Charities and Not-for-Profits Commission (ACNC) Act 2012
* the constitution of [EYM name] and its by-laws, rules and policies.

In addition, as an approved provider of early childhood education and care services and an employer, the Board also has responsibilities under several other legislation and regulations, principal among them being:

* Education and Care National Law Act 2010 and the Education and Care National Regulations 2011
* Occupational Health and Safety Act 2004
* Fair Work Act 2009 and Regulations
* Child Wellbeing and Safety Act 2005.

The Board also have responsibilities for compliance with relevant state government legislation including:

* Child Safe Standards
* No Jab, No Play.

Responsibilities

The Board is responsible for all matters relating to setting the strategic directions, polices, procedures and operations of the [EYM name]. A Board member is accountable to the Board through the Chair.

Responsibilities of a Board member include the following:

* attend and actively participate in Board and Committee meetings, and the Annual General Meeting
* discharge the role diligently and make decisions in the best interests of [EYM name]
* maintain a good understanding of the business of the organisation, its finances, its internal and external stakeholders, its external and internal context and other matters driving and impacting on its performance
* ensure that [EYM name] is in a sound financial position and is not trading while insolvent
* contribute expertise and skills to support the business of the organisation and inform Board decisions
* hold a position on at least one committee of the Board
* represent the organisation externally as required
* in collaboration with other Board members provide stewardship for the organisation
* role model the organisation’s values
* undertake professional development.

Term of office

A Board member will be appointed/elected initially for a term of [insert number of years as per the constitution].

Time commitment

The time commitment required of an ordinary Board member involves approximately [state estimated hours per week/month] for reviewing Board and Committee papers and reports, attending Board meetings and committee meetings, annual meetings, and undertaking special duties as required from time to time.

Qualifications and skills

*General skills*

* ability to maintain effective working relationships with the Chair, CEO and other Board members
* ability to provide advice / counsel to the Chair and other Board members in their areas of expertise e.g., marketing, fundraising etc.
* ability and willingness to commit the time to discharge the role of ordinary Board member.

*Business related competencies*

* prior experience working in an NFP organisation, or on the Board of an NFP organisation
* knowledge and understanding of governance responsibilities and financial literacy
* good understanding of the business of the organisation, its finances, its internal and external stakeholders, its external and internal context and other matters driving and impacting on its performance
* strong leadership skills
* professional qualifications and experience in the respective areas of expertise.

*Personal attributes*

* the ability to act with due care, skill and diligence
* ability to be strategic, and contribute to effective decision making
* ability to discharge fiduciary and other responsibilities with independence and integrity
* be an effective communicator and collaborator
* demonstrate self-awareness and self-management
* have good business instincts and acumen
* have genuine interest in the organisation and its business.

Remuneration

[EYMs can specify here what their organisation’s remuneration policy for the Board is, and its policy for reimbursement of expenses].

Useful links

For more information and guidance on developing the position description for a Board Member, or to access a free template, please visit the [Australian Institute of Company Directors](https://aicd.companydirectors.com.au/-/media/cd2/resources/director-resources/director-tools/pdf/05446-6-4-duties-directors_pd-ned_a4-web.ashx).

### b) Chairperson/President of the Board

The Chairperson of the Board is usually elected in accordance with the constitution of the organisation and holds office for the term specified in it. Organisations must refer to their constitutions for further information on the process of appointment.

#### Important note

The responsibilities and duties described below for this role are in addition to those described in the general PD for an Ordinary Board member.

Position summary

The Chair is accountable to the Board of Directors for their performance. The Chair is responsible for the overall leadership of the Board, ensuring that the Board discharges its role effectively.

The Chair is the principal contact between the Board and the CEO and represents the Board to internal and external stakeholders in terms of its accountability, and presents the public face of the organisation in conjunction with the CEO.

Principal responsibilities

The Chair works closely with the Secretary and CEO to do the following:

* convene Board meetings as required in the organisation’s constitution; determine the agenda for the meetings, ensure all relevant information and materials are provided to Board members in a timely manner in preparation for the meeting
* ensure that meetings of Board Committees are held and reports are presented to the full board for consideration and decision in a timely manner
* ensure Board meetings are open, constructive and inclusive and all members have an opportunity to present their views and ask questions
* be consultative, and ensure appropriate consultation with other Board members as necessary on matters that impact on the organisation
* ensure that the Board evaluates its own performance regularly and has a succession plan for renewal
* oversee the CEO’s remuneration and evaluation of performance.

Qualifications and skills

The Australian Institute of Company Directors[[1]](#footnote-2) recommends a set of personal attributes, business skills and competencies for organisations to consider in appointing to the role of the Chair, as summarised below. The full text of the article can be accessed at the link provided in the footer section.

*General skills*

* ability to maintain effective working relationships with the CEO and other Board members
* conduct meetings in an unbiased manner, with the ability to reconcile opposing views and differences with tact and diplomacy
* ability and willingness to commit the time over and above that expected of the other Board members to lead and represent the organisation.

*Business related competencies*

* knowledge and understanding of and the ability to facilitate compliance and good governance
* leadership and ability to draw on the expertise of fellow Board members to govern the organisation effectively
* good understanding of the business of the organisation, its finances, its internal and external stakeholders, its external and internal context and other matters driving and impacting on its performance
* experience in motivating, managing and dealing with people including evaluating performance, succession planning and executive remuneration.

*Personal attributes*

* ability to discharge their fiduciary and other responsibilities with independence and integrity
* lead from the top, inspire and motivate other Board members, the CEO and staff to fulfil their roles in the best interest of the organisation
* ability to communicate effectively with a range of internal and external stakeholders of the organisation
* demonstrate self-awareness, self-management and empathy
* demonstrate good business instincts and acumen
* demonstrate genuine interest in the organisation and its business.

Remuneration

[EYMs can specify here what their organisation’s remuneration policy for the Board is, and its policy for reimbursement of expenses].

Useful links

For more information and guidance on developing the position description for a Board Chair, or to access a free template, please visit:

* [Our Community](https://www.communitydirectors.com.au/icda/policybank/) (Institute of Community Directors Australia)
* [Australian Institute of Company Directors](https://aicd.companydirectors.com.au/-/media/cd2/resources/director-resources/director-tools/pdf/05446-3-9-mem-director-gr-position-description-chair_a4-web.ashx).

### c) Board Secretary

The role of Board Secretary is a critical role on a Board, with legal compliance duties specified in the legislation under which an EYM is incorporated (e.g., Corporations Act, Associations Incorporation Act), in addition to other duties to support the functioning of the Board.

The Corporations Act and the Associations Incorporation (Reform) Act do not specify that this role must be held by a member of the Board. Consequently, it is common practice in larger organisations to appoint a staff member to perform this role. In other organisations, the CEO is also known to perform the role of the Secretary.

Where a staff member is appointed to the role of Secretary, that person is accountable to the Board through the Chairperson/President of the Board on all matters relating to their governance and board-related responsibilities.

#### Important note

The position description below can be used to define the staff member’s role as the Board Secretary. Where the position of Secretary is held by a member of the Board, the responsibilities and duties described below for this role are in addition to those described in the general PD for an Ordinary Board member

Position summary

The Secretary is accountable to the Board of Directors for their performance, and is responsible for ensuring compliance with the requirements of the [Corporations Act / Associations Incorporation Reform Act]. The Secretary provides advice to the Chair and Board on governance related matters.

Principal responsibilities

The Secretary works closely with the Board Chair to do the following:

* advise the Chair and the Board on all governance matters
* monitor Board compliance with board policies and procedures
* convene meetings and prepare the agenda in collaboration with the CEO
* ensure that all papers necessary for the business of the meeting are despatched to the Board members within the agreed time frame
* ensure registers required under the legislation are maintained, e.g., register of members
* prepare accurate minutes of Board meetings as a record of the business transacted at the meeting
* fulfil responsibilities related to the Annual General Meeting of the organisation e.g., notice of meeting, nominations for Board positions, conduct of elections etc.
* file documents with various authorities as required by legislation and within the relevant time frames
* maintain custody of the common seal of the organisation
* exercise their role as a member of the Board with due diligence and care.

Person specification

The following are specific requirements for a person to be appointed Secretary:

* the person appointed to the position of Board Secretary must be a natural person above 18 years of age
* the person must not be a disqualified person under the founding legislation e.g., Corporations Act etc.
* the person appointed as Secretary must give their consent in writing to act in that role.

Qualifications and skills

*General skills*

* ability to maintain effective working relationships with the Chair, CEO and other Board members
* ability to provide advice / counsel to the Chair and other Board members on governance related matters and attention to detail
* ability and willingness to commit the time over and above that expected of the other Board members to fulfil compliance related responsibilities.

*Business related competencies*

* knowledge and understanding of governance practices and requirements, and the role of the Secretary in ensuring compliance and good governance
* ability to keep accurate record of meetings
* good understanding of the business of the organisation, its finances, its internal and external stakeholders, its external and internal context and other matters driving and impacting on its performance
* experience in formulating and implementing policies and procedures
* experience in a legal or a compliance role may be an advantage.

*Personal attributes*

* a well organised person capable of being up to date with legal compliance requirements and responsibilities
* ability to discharge their fiduciary and other responsibilities with independence and integrity
* ability to communicate effectively with a range of internal and external stakeholders of the organisation
* demonstrate self-awareness and self-management
* demonstrate good business instincts and acumen
* demonstrate genuine interest in the organisation and its business.

Remuneration

[EYMs can specify here what their organisation’s remuneration policy for the Board is, and its policy for reimbursement of expenses].

Useful links

For more information and guidance on developing the position description for a Board Secretary, or to access a free template, please visit:

* [Our Community](https://www.communitydirectors.com.au/icda/policybank/) (Institute of Community Directors Australia)
* [Australian Institute of Company Directors](https://aicd.companydirectors.com.au/-/media/cd2/resources/director-resources/director-tools/pdf/05446-6-7-duties-directors_role-company-secretary_a4_web.ashx).

### d) Treasurer

The Treasurer of the Board is usually elected in accordance with the constitution of the organisation and holds office for the term specified in it. Organisations must refer to their constitutions for further information on the process of appointment.

#### Important note

The responsibilities and duties described below for this role are in addition to those described in the general PD for an Ordinary Board member

Position summary

The role of the Treasurer is to work in close collaboration with the other members of the Board and the CEO to:

* ensure that financial management and reporting systems are in place, and
* to safeguard the finances of the organisation.

Principal responsibilities

The Treasurer works closely with the Board Chair and CEO to ensure the following:

* general financial oversight and ensuring the organisation is solvent
* a sound financial system based on Australian Accounting Standards is maintained for the organisation
* accurate financial records, including income, expenditure, cash flows, accounts receivable and payable and assets and liabilities are maintained
* financial statements are presented to the Board and highlighting matters requiring particular consideration by other Board members
* the development of the financial budget and planning
* compliance with the organisation’s financial delegation policy
* banking systems and processes are in place to support the business of the organisation
* audit and other financial compliance requirements are met
* fixed assets and investments are managed
* they are a bank signatory
* financial reports are presented to members and stakeholders annually.

Qualifications and skills

*General skills*

* ability to maintain effective working relationships with the Chair, CEO and other Board members
* ability to provide advice / counsel to the Chair and other Board members on finance related matters
* ability and willingness to commit the time for oversight of financial matters of the organisation.

*Business related competencies*

* demonstrated financial management experience; knowledge and understanding of Australian Accounting Standards, external audit processes etc.
* ability to ensure compliance and good financial management
* demonstrate good understanding of the business of the organisation, its finances, its internal and internal stakeholders, its external and internal context and other matters driving and impacting on its performance
* have experience in working with an online accounting system/package
* professional qualifications in accounting and/or financial management may be an advantage.

*Personal attributes*

* well organised person capable of being up to date with finances and related responsibilities and attention to detail
* ability to discharge their fiduciary and other responsibilities with independence and integrity
* ability to communicate effectively with internal staff responsible for finances within the organisation
* demonstrate self-awareness and self-management
* demonstrate good business instincts and acumen
* demonstrate genuine interest in the organisation and its business.

Remuneration

[EYMs can specify here what their organisation’s remuneration policy for the Board is, and its policy for reimbursement of expenses].

Useful links

For more information and guidance on developing the position description for a Board Treasurer, or to access a free template, please visit [Our Community](https://www.ourcommunity.com.au/management/view_help_sheet.do?articleid=70) (Institute of Community Directors Australia).

1. <https://aicd.companydirectors.com.au/-/media/cd2/resources/director-resources/director-tools/pdf/05446-3-9-mem-director-gr-position-description-chair_a4-web.ashx> [↑](#footnote-ref-2)