



ICN 7355

GENERAL INFORMATION – DIRECTOR POSITIONS

This general information paper has been provided for those candidates interested in nominating for the casual vacancies of Member Director (2 positions) and Independent Non-Member Specialist Director (2 positions).

It sets out the requirements of the Rule Book in relation to information provided to be submitted by candidates to the Board for consideration for appointment.

Member Directors

Clause 38.2. of the Rule Book sets out the requirements for a Member Director who must:

- Be at least 18 years old;
- Be a Member of the Corporation;
- Have consented in writing to be appointed as a Director of the Corporation;
- Within three months of appointment obtain a SA Police Record Check. If a SA Police Record Check is not provided to the Board within three months of appointment or it records a criminal offence within h last 10 years, the Member Director’s appointment is terminated immediately. The costs of obtaining the SA Police Record Check are to be paid by the Director.

Independent Non-Member Specialist Directors

Clause 38.3. of the Rule Book sets out the requirements for an Independent Non-Member Specialist Director as follows:

- Must be at least 18 years old;
- An Australian resident;
- Not be an employee of the Corporation;

- Not immediate family to a member of the Corporation (as defined in Clause 39.5)
- Has demonstrated skills and experience in financial management, corporate governance, accounting or health services delivery;
- Not be a Member of the Corporation;
- Within three months of appointment obtain a SA Police Record Check. If a SA Police Record Check is not provided to the Board within three months of appointment or it records a criminal offence within h last 10 years, the Member Director’s appointment is terminated immediately. The costs of obtaining the SA Police Record Check are to be paid by the Director.

SKILLS OF DIRECTORS

Clause 40 of the Rule Book requires that Members have the right to know the skills, knowledge, ability and aptitude of any candidate for appointment as a Director. Nominations for Director must include a statement for the candidate detailing those matters.

Clause 40.2. requires that the Corporation must seek out candidates for directorships those individuals who are Members or likely meet the requirements for a Member, can commit to attending and participating in scheduled meetings of the Board, and either:

- Have experience in the governance, management, planning or delivery of Aboriginal health services; or
- Have experience in the governance, management planning or delivery of other Aboriginal and not-for-profit services; or
- Have a professional background in health; or
- Understand the health needs of the Aboriginal community in the Catchment Area; or
- Can contribute to the development of culturally appropriate health services and programs; or
- Have skills, knowledge and experience in Aboriginal cultural matters, finance, human resources management, industrial relations, physical resources management, strategic planning, marketing and promotion or any other relevant field; or
- Are actively and positively involved in the Catchment Area with the Aboriginal community; or
- Are respected by the general membership and the wider community and can represent the Corporation with cultural integrity.

QUALIFICATIONS OF DIRECTORS

In order to be consider as a Director you need to satisfy the qualifications set out in Clause 39 of the Rule Book, as follows:

- Must not be a person disqualified from managing a corporation;
- Must not have at any time been found guilty (whether or not convicted) of an offence within the past 10 years;
- Must not be an employee of the Corporation;
- Must not have a member of his/her immediate family who holds a position (whether as an employee or a contractor) with the Corporation as Chief Executive Officer, Deputy Chief Executive Officer, finance manager, clinical services manager or human resources manager (or similar positions by another title);
- No more than one person from an immediate family shall be eligible to be appointed or hold office as a director;
- In the clause **immediate family** means any living person related in any of the following ways: grandfather, grandmother, father, mother, husband, wife, de-facto, son, daughter, sister, brother or step-children. For the avoidance of doubt immediate family does not include relatives by marriage.

DUTIES OF DIRECTORS

Clause 41 sets out examples of the duties of Directors as:

- A duty of care an diligence;
- A duty of good faith;
- A duty of disclosure of personal interests;
- A duty not to improperly use position or information; and
- A duty to prevent insolvent trading.

HOW TO PUT YOURSELF FORWARD AS A CANDIDATE

In order to satisfy the requirements of the Rule Book, candidates are to complete a “**Annexure D: Consent to Become a Director**” form (see the word document below). In addition, the Board needs to hear about your **Skills** and ensure you can satisfy the **Qualifications of Directors** as set out above (see the word document below).

Filling out these documents will assist the Board to make its decision and these documents must be returned by close of business on Friday 8 July to Ms Stephanie Wall via email: stephanie.wall@pikawiyahealth.org.au. If you have any queries, please contact Stephanie on (08) 8642 9991 who may redirect your query to another person, if required.

For a full copy of the Rule Book click here <https://www.pikawiyahealth.org.au/wp-content/uploads/2021/06/Consolidated-Rule-Book.pdf>