



NON-EXECUTIVE DIRECTOR POSITION DETAILS



February 2019



	Page
1. COMPANY BACKGROUND.....	1
2. THE POSITIONS	2
3. EXPECTATIONS	2
4. PERSONAL ATTRIBUTES.....	3
5. KEY SELECTION CRITERIA	4
6. APPLICATIONS	4
7. FURTHER INFORMATION.....	5

1. COMPANY BACKGROUND

Open Minds provides high quality mental health, disability and specialised support services tailored to people living with mental ill health, disability or an acquired brain injury. Programs and services include living, lifestyle, health and community streams. At the heart of Open Minds' work is enabling an independent and positive future for people living with mental illness and disabilities.

Open Minds has evolved from its inception as the Wattle League in 1912. The League was established to provide scholarships, and with the onset of World War One, to support returning soldiers suffering the traumas of war. From its beginnings over 100 years ago, Open Minds today assists over 2,700 clients each year.

The Wattle League Foundation is the independent fundraising arm of Open Minds and progress has been made by the Foundation to establish Wattle House which will provide access to a comprehensive therapeutic and peer support program for Australian Defence Force (ADF) service men and women (current and veterans).

From its head office in Brisbane and operations across Queensland and northern New South Wales, Open Minds has more than 420 employees across 17 offices and 15 residential houses. Open Minds has experienced significant year on year growth over recent years going from annual revenue of \$8M in 2009 to \$38M in 2017/18. The 2018/19 revenue budget is \$33M and the company has total net assets of \$7M. Significant additional growth is anticipated in coming years given various changes in Open Minds' strategic environment, particularly in the transition to the National Disability Insurance Scheme (NDIS). Open Minds is a registered NDIS provider.

Open Minds is structured as a not-for-profit company limited by guarantee and a registered charity with the Australian Charities and Not-for-profits Commission (ACNC). The company is governed by a board of non-executive directors with a diverse range of skills and experience.

His Excellency the Honourable Paul de Jersey AC, Governor of Queensland, is the Patron of Open Minds.

The board is ultimately responsible for ensuring that Open Minds achieves its strategic and business objectives ethically, responsibly and within its legislative and regulatory obligations. Accordingly, the board is accountable to the members for the attainment of Open Minds' purpose (*Enabling an independent and positive future for people living with mental illness and disabilities*), and for ensuring the ongoing sustainability of the company.

In this context, the board has the following key functions:

- set strategic direction for Open Minds;
- approving policies as appropriate to the Board;
- appoint, review the performance of and terminate the CEO;
- monitor and provide effective oversight of Open Minds' management;
- oversee Open Minds' risk management and internal control systems; and
- act as an interface with, and remain accountable to, Open Minds' members,

whilst at all times seeking to meet and balance the interests of Open Minds' members, clients (and their families), employees, other stakeholders and the broader community.

The board has established a number of board committees to assist in the performance of its functions including the:

- Audit and Risk Committee

- Governance, Remuneration and Nomination Committee, and
- Service and Clinical Governance Committee.

The Chief Executive Officer is responsible for the day-to-day management of Open Minds.

2. THE POSITIONS

The board is seeking to recruit two additional directors to join the board in early to mid-2019 as part of normal board renewal. The skills sets being sought for the two new directors are as follows.

The desired skill sets being sought for the first director are:

- strong financial skills, possibly Chief Financial Officer executive experience, and
- audit, accounting and risk management.

The desired skill sets being sought for the second director are:

- strong business and commercial acumen, possibly from a business leadership/former CEO career, and
- strong networks within the not-for-profit sector and government departments.

(The second director role was recently advertised with the closing date extended to allow both roles to be recruited in the same timeframe.)

Previous board level experience and a strong working knowledge of corporate governance systems and frameworks will be highly regarded for both director roles.

Experience in the not-for-profit sector and with the implementation of NDIS is also desirable.

The board's preference is that the directors be based in Queensland or northern NSW. The board is looking to increase its geographical diversity and it encourages applications from candidates based in regional locations, such as northern NSW, Townsville, Ipswich or Toowoomba.

The appointment of the director is for a three-year term, with re-election at the AGM on a rotational basis. Typically, directors serve on one of the board committees during their term. It is expected the director with the strong financial skills will chair the Audit and Risk Committee in due course.

These are casual vacancies and the appointment will be confirmed by the members at the AGM in December 2019.

The board has some flexibility regarding the timing in which the directors join the board with the preference being by April 2019.

3. EXPECTATIONS

All Open Minds' directors are individually responsible to ensure that the board fulfils its role as set out above and in the Board Charter, and comply with their legal duties and obligations as directors. These duties include:

- acting openly, honestly, in good faith in the best interests of the company as a whole, and for a proper purpose
- acting with a degree of care and diligence that a reasonable person would exercise if in the director's position
- refraining from making improper use of information gained through the position of director and from taking improper advantage of the position of director

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- avoiding conflicts of interest wherever possible and appropriately managing conflicts where they arise, and
 - monitoring the company's financial situation to ensure that the company doesn't trade while insolvent.

Directors are expected to attend all board meetings unless they have a reasonable excuse. Currently, the board meets 8 - 12 times per annum from 8am for approximately three hours. Meetings take place on the first Friday of the month, predominantly in Brisbane. Board and committee meetings occur during business hours.

In addition, directors are expected to:

- contribute to the work of board committees as required
- participate in strategic planning sessions (two days per annum)
- perform other representative functions, and
- attend training/professional development activities.

The board committees meet on a quarterly basis or as often as the business requires from time to time.

The time commitment is approximately 8-10 hours per month, including board preparation, meeting and committee time.

Directors are remunerated. This remuneration is an annual fee including superannuation. Directors may also be eligible for salary sacrifice benefit by way of a tax concession.

Open Minds additionally assists directors with professional development relating to their board role. All board-related expenses incurred by directors are met by the company.

4. PERSONAL ATTRIBUTES

It is essential that the directors are committed to the work of Open Minds and its strategic direction, and can work collaboratively with other directors in this regard. In this context, the personal qualities the board is seeking from the director is as follows.

- **Integrity:** A commitment to: (a) understanding and fulfilling the duties and responsibilities of a director, and maintaining knowledge in this regard through professional development; (b) putting the company's interests before any personal interests; (c) being transparent and declaring any activities or conduct that might be a potential conflict; and (d) maintaining board confidentiality.
- **Effective listener and communicator:** The ability to: listen to, and constructively and appropriately debate, other people's viewpoints; develop and deliver cogent arguments; and communicate effectively with a broad range of stakeholders.
- **Emotional intelligence:** The ability to perceive and evaluate own and others' emotions and adapt thinking and actions accordingly.
- **Constructive questioner:** The preparedness to exercise independent judgment and ask questions and challenge management and peer directors in a constructive and appropriate way.
- **Contributor and team player:** The ability to work as part of a team, and demonstrate the passion and time to make a genuine and active contribution to the board and Open Minds.
- **Commitment:** A visible commitment to the values on which Open Minds' operates, and its on-going success.

- **Influencer and negotiator:** The ability to negotiate outcomes and influence others to agree with those outcomes.
- **Critical and innovative thinker:** The ability to critically analyse complex and detailed information, readily identify key issues, and develop innovative approaches and solutions to problems.
- **Leadership:** Innate leadership skills including the ability to: appropriately represent the company; set appropriate board and organisational culture; and make and take responsibility for decisions and actions.

5. KEY SELECTION CRITERIA

The board is seeking to recruit two non-executive directors.

The desired skill sets being sought for the first director are:

- strong financial skills, possibly Chief Financial Officer executive experience, and
- audit, accounting and risk management.

The desired skill sets being sought for the second director are:

- strong business and commercial acumen, possibly from a business leadership/former CEO career, and
- strong networks within the not-for-profit sector and government departments.

(The second director role was recently advertised with the closing date extended to allow both roles to be recruited in the same timeframe.)

The successful candidates must also be able to meet the following criteria:

1. A genuine interest in the work of Open Minds.
2. Significant experience at board level and a strong working knowledge of corporate governance systems and frameworks
3. Excellent interpersonal, verbal and written communication skills which accord with the outlined requisite personal attributes.

Experience in the not-for-profit sector and with the implementation of NDIS is also desirable.

The board's preference is that the director be based in Queensland or northern NSW. The board is looking to increase its geographical diversity and it encourages applications from candidates based in regional locations.

6. APPLICATIONS

To apply for this position, visit www.directorsaustralia.com/directors-register, click on "Position Search", select role before clicking on "View Selected" and then "Apply Online".

Candidates will be required to submit the following as part of their application:

- their current resume, and
- a maximum two page covering letter outlining their interest in the role and how their skills and experience meet the selection criteria.

Applications close 5pm Friday, 22 February 2019.

7. FURTHER INFORMATION

For further information about the position please contact:

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Additional information regarding Open Minds can be found at: <http://www.openminds.org.au/>