

## Bendigo Community Health Services Limited Checklist and Guidelines to Nominate for a Position on the Board of Directors

### Note for Applicants

Bendigo Community Health Services Limited (BCHS) requests information from you so that your suitability for appointment or election to the Board can be assessed. Your information will be disclosed to the BCHS Nominations Committee and, if necessary, it may be disclosed to other directors. Your information will be stored in a secured database in the CEO's office with access limited to only specifically authorised staff of BCHS.

To ensure your nomination is correctly submitted please complete the following:

### Checklist

• Read the Constitution ( <a href="#">click here</a> ) and Ethics and Conduct, Conflict of Interest and Confidentiality Policy, and agree to the requirements of the role and return	<input type="checkbox"/>
• Complete the Nomination Form and return	<input type="checkbox"/>
• Complete the Nominee Background and Consent Form for Election or Appointment and return	<input type="checkbox"/>
• Complete the Declaration of Interests Form and return	<input type="checkbox"/>
• Complete the Nominee's Personal Statement and return	<input type="checkbox"/>

### Note:

Successful nominees will also be required to submit a Police Check.

### On Applying

- You will receive an acknowledgement from the Company Secretary that your nomination has been received.
- An election will only be held if there are more nominations than available positions.

### Lodgement Details

The nomination pack may be lodged using one of the following methods:

- In person (by the nominee or by another person on behalf of the nominee) addressed to:

Company Secretary  
Bendigo Community Health Services Limited  
165-171 Hargreaves Street  
Bendigo Vic 3550  
(During office hours Monday – Friday 9am-5pm)

- By mail to:

Company Secretary  
Bendigo Community Health Services Limited  
PO Box 1121  
Bendigo Central Vic 3552

- By email to [bchs@bchs.com.au](mailto:bchs@bchs.com.au)

**The nomination pack must be received by BCHS no later than close of business Wednesday, September 18, 2019.**

## **Bendigo Community Health Services Limited Board of Directors' Conduct**

The Board is committed to ethical conduct in all areas of its responsibilities and authority.

Each Director shall act honestly, in good faith, and at all times act in the interest of Bendigo Community Health Services Limited (BCHS) and its owners.

Each Director will also comply with all BCHS Board policies and behave in a manner consistent with the values of the organisation.

Expectations of such behaviour are articulated in BCHS Board Governance Policy 1.3 – Ethics and Conduct, Conflict of Interest and Confidentiality.

I \_\_\_\_\_ have read the BCHS Board Governance Policy 1.3 – Ethics and Conduct, Conflict of Interest and Confidentiality (copy attached) and agree to the requirements of the role.

Signed by: \_\_\_\_\_

Date: \_\_\_\_\_

In the presence of: \_\_\_\_\_

Date: \_\_\_\_\_

## 1.3 Ethics and Conduct, Conflict of Interest and Confidentiality Policy

### Ethics and Conduct

The Board commits itself and its directors to ethical, businesslike, and lawful conduct, including proper use of authority and appropriate decorum when acting as Board members. Directors will:

- Act honestly, in good faith, with care, diligence and timeliness, and in the best interest of BCHS.
- Conform to the Board policies, respecting due process and fair play.
- Conform to the processes and procedures of BCHS including, for example, submission of expense claims and other administrative matters.
- Publicly demonstrate respect and support for and acceptance of Board policies and decisions legitimately taken by the Board.
- Be loyal to BCHS, regardless of the interests of their individual constituency, BCHS staff, other organisations and other professional and personal interest.
- Conduct themselves in a manner that brings credibility and goodwill to the organisation.
- Not attempt to exercise individual authority over the organisation:
  - When interacting with the Chief Executive Officer or with staff, directors will recognise that as individuals they do not have authority to direct or instruct the Chief Executive Officer or staff.
  - When interacting with the public, the media or other entities, directors will follow the Board's Public Comment Policy and recognise that they are not to speak for the Board except to convey explicitly stated Board decisions that are not confidential to the Board or the organisation.
- Not express individual judgments of performance of employees, except for participation in Board deliberation relating to appraisal of the performance of the Chief Executive Officer.
- Respect the confidentiality of data and information obtained as directors. All information developed by BCHS is the intellectual property of BCHS and is not to be divulged to any party except with the explicit approval of the Board.
- Not use their Board position to obtain employment in BCHS for themselves, family members, or close associates. Should a director apply for employment, he or she must follow the Director Employment and Volunteering with BCHS Procedure.
- Not use their Board position to obtain a competitive or commercial advantage with respect to their own business interests, employer (past or present) or other organisation in which they have a governance role, unless such involvement is explicitly endorsed by the Board as being in the broader interest of BCHS
- Be properly prepared for meetings and deliberations of the Board.
- Support the legitimacy and authority of Board decisions, irrespective of the director's personal position on the issue.
- Treat each other with respect and courtesy.

## Test for Independence of Directors

An independent director is a director of a board of directors who does not have a material or pecuniary relationship with BCHS.

When determining the independent status of a director the board will apply the following test:

- A director is considered to be an independent director if that director and any member of his or her immediate family:
  - Within the last three years has not been employed by BCHS, or been a director after ceasing to hold any such employment.
  - Within the last three years, has not been a principal or employee of a material professional adviser or a material consultant to BCHS, and has not been an employee materially associated with a service provided to BCHS.
  - Is not a material supplier or customer of BCHS, nor an employee of, or otherwise associated directly or indirectly with, a material supplier or customer.
  - Does not have a material contractual relationship with BCHS other than as a director.
  - Is not employed by an organisation that may could obtain a competitive or commercial advantage through knowledge of matters that may be discussed by the Board (irrespective of whether or not the employer is a current supplier or professional adviser to BCHS).
  - Does not held a governance role in an organisation that is a current supplier, material professional adviser, service delivery partner or could obtain a competitive advantage through knowledge of BCHS activities.
- For the purposes of this test, the “immediate family” of the director includes the director’s spouse, de-facto partner, parents, children, siblings, mothers-in-law, fathers-in-law, sons-in-law, daughters-in-law, brothers-in-law, sisters-in-law, first cousins, grandchildren or other persons living in the director’s principal place of residence, not including employees of the director. It also includes the immediate family of the director’s spouse or de facto partner.

## Conflict of Interest

Directors will avoid material conflict of interest with respect to their fiduciary and other responsibilities as directors.

Conflict of interest can be described as any situation in which a director is in a position to exploit their capacity in some way to provide a personal, professional or business benefit. This benefit may be in the form of gaining of a benefit directly (for example, insider knowledge or gaining a business opportunity) or indirectly for example, protecting against loss or damage (for example, loss of professional standing, loss of business opportunity etc).

Conflict of interest occurs when a director or his or her immediate family or business interests stand to gain (or not lose) from any business dealings, programs or services provided to BCHS. This includes professional and business relationships with BCHS; and personal and/or professional advantage arising from insider knowledge if that knowledge could be used for professional or personal advantage.

For the purpose of determining conflict of interest, the “immediate family” of the director includes the director’s spouse, parents, children, siblings, mothers-in-law, fathers-in-law, sons-in-law, daughters-in-law, brothers-in-law, sisters-in-law and other persons living in the director’s home, not including employees of the director.

A conflict of interest exists in these circumstances regardless of whether or not an advantage or an unethical or improper act results from that conflict.

- The Board will maintain a register of interest in which directors will disclose any and all involvements that might be or might reasonably be seen as being a conflict, including involvements with other organisations, with vendors, or any other business, professional or personal associations of that director:
  - Directors will record details in the register of interest as soon as practicable on awareness of a conflict of interest.
  - The register of interest will be presented to the Board for minuting at the first meeting after any addition or amendment to the register.
- Any director who is aware of any potential conflict of interest of another director is required to bring this to the attention of the Board.
- The Board will determine whether or not an interest is material and will advise the Board and individual director accordingly.
- When the Board is to decide upon an issue about which a Director has an unavoidable material conflict of interest, then:
  - That director shall absent herself or himself without comment from not only the vote, but also from the deliberation.
  - That director shall remain in the room for the discussion and/or decision only with the approval of the Board.
  - The Board will determine what records or documentation relating to the issue, its discussion and any associated resolution will be made available to that director.
  - The Board will minute all decisions relating to the above.
- Where an ongoing conflict of interest is likely to prevent a director from carrying out his or her role properly, then that director is required to consider resigning from the Board. Board deliberations on whether the resignation is to be accepted or requested need to take account of whether the resignation will be seriously detrimental to the Board.
- Upon a director leaving the Board, the director will return to the Board all documents relating to Board business.

## Confidentiality

Directors on the Board agree that all material received is treated with confidentiality. That information communicated or published in connection to BCHS is in agreement with the CEO.

Once a director has resigned from the Board of BCHS, he/she should not use confidential information obtained during his/her time on the Board for personal or professional advantage or to disadvantage or potentially disadvantage BCHS in commercial or other relationships.

Current and former Board members can list their membership of the Board and its committees in relevant personal and professional documentation.

# 1. Governance

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*Endorsed by the Board of Directors (by circulatory resolution)*



Dated: 20/11/2018

Signed by the Chairperson of the Board

Date for Review: October 2020

Approved



## Bendigo Community Health Services Limited Board of Directors' Nomination Form

Nominee details (PLEASE USE BLOCK LETTERS)

Full name of nominee	Title:
	Given Names: Surname:
Address of nominee	
Postal address (if different)	
Contact numbers for the Returning Officer's use *Asterisk which of the phone, fax or email details you can be contacted on at short notice during business and non-business hours	Business hours:
	After hours:
	Fax:
	Mobile:
	Email (please print email address clearly):

I, the person named above, am qualified to be a nominee for a director position on the Board of Directors for Bendigo Community Health Services Limited.

.....  
Signature of nominee

...../...../.....  
Date

Office Use Only (BCHS)
Date and time received: _____
Signature: _____



## Nominee Background and Consent Form for Election or Appointment to the Board of Directors for Bendigo Community Health Services Limited

### Section 1

<b>Name in full</b>			
<b>Former name (if any)</b>			
<b>Date of birth</b>		Female <input type="checkbox"/>	Male <input type="checkbox"/>
<b>Country and place of birth</b> (response is optional)			
<b>Do you identify as Aboriginal or Torres Strait Islander?</b> (response is optional)	Yes <input type="checkbox"/> No <input type="checkbox"/>		
<b>Languages other than English spoken at home</b> (response is optional)			
<b>Do you consent to having your personal information stored in a secure database at BCHS?</b>	Yes <input type="checkbox"/> No <input type="checkbox"/>		
<b>Private address</b>			
	Postcode:		
<b>Postal address</b>			
	Postcode:		
<b>Telephone number</b>	Private:		Business:
	Fax:		
<b>Email address</b>			

### Section 2

<b>Company membership</b>	
<b>Formal qualifications</b>	

<b>Area of expertise</b> (mark appropriate boxes)	<input type="checkbox"/> Knowledge and commitment to the community	<input type="checkbox"/> Corporate management	<input type="checkbox"/> Finance/audit
	<input type="checkbox"/> Health issues/planning	<input type="checkbox"/> Capital management	<input type="checkbox"/> Strategy
	<input type="checkbox"/> Information technology	<input type="checkbox"/> Law	<input type="checkbox"/> Risk management
	<input type="checkbox"/> Clinical governance	<input type="checkbox"/> Human resources	<input type="checkbox"/> Users' perspective
	<input type="checkbox"/> Other (specify) _____		
For effective Board performance, individual directors and the Board collectively need to have a broad range of skills and personal attributes such as; understanding, knowledge of and commitment to the community being served; accountability; strategic thinking; networking, and team work which can be considered to be core competencies.			
<b>Please identify appropriate skills and expertise in any of the following:</b>			
<b>Understanding, knowledge of, and commitment to the community being served</b>			
<b>Experience as a director</b>			
<b>Business management</b>			
<b>Economic and financial literacy</b>			

Form Nominee Background And Consent Board Of Director For Election Appointment 2019

<b>Quality and safety systems</b>	
<b>Understanding of policy and funding environments</b>	
<b>Health or community sector knowledge</b>	
<b>Governance, planning and analysis</b>	
<b>Community activities and interests</b> (indicate level of participation)	
<b>Other board memberships</b>	
<b>Other relevant information</b>	

Form Nominee Background And Consent Board Of Director For Election Appointment 2019

<b>Names and contact telephone numbers of referees.</b>	

**DECLARATION:** I declare that:

- (i) I have never been, nor am I currently insolvent, and
- (ii) I have not been disqualified from acting as a director or acting in the management of a company.

I grant permission for inquiries to be made to establish the accuracy of any of the information provided by me in this form and accompanying attachments and to determine my suitability for nomination and I understand that these inquiries will involve the disclosure of my information for these limited purposes. I understand that the Company Secretary and selection panels may make these inquiries of any persons or organisations they consider appropriate.

By signing this declaration, I acknowledge that I will be required to provide a completed Declaration of Private Interests, and I grant permission for the conduct of probity checks, which will consist of:

- a criminal record check Australia wide by Victoria Police
- a check of the Australian Securities and Investment Commission (ASIC) Register of persons banned and disqualified under the provisions of the Corporations Act
- a check of the Insolvency and Trustee Service Australia (ITSA) National Personal Insolvency Index which contains information about proceedings and administrations under the Bankruptcy Act 1996.

Signed by: \_\_\_\_\_

Date: \_\_\_\_\_

In the presence of: \_\_\_\_\_

Date: \_\_\_\_\_

Form Nominee Background And Consent Board Of Director For Election Appointment 2019

## Bendigo Community Health Services Limited Declaration of Interests Form

(Please type or write your answers in block capitals.)

I, *(insert full name)* \_\_\_\_\_  
as a nominee for a director position on the Bendigo Community Health Services Limited  
(BCHS) Board of Directors declare my interests which may cause a potential conflict, as at  
*(insert date)* \_\_\_\_\_

<p>1. <b>Employment:</b> Please provide the name of your employer/ company you work for or own.</p>	
<p>2. <b>Office holder/Director:</b> Please provide the name of any company, trustee company, or incorporated associations or other entity in which you hold office, whether it is a public or private body and the name of the office held by you.</p>	

<p><b>3. Trusts:</b> Please provide the name and nature of the operations of:</p> <ul style="list-style-type: none"> <li>• any trust of which you are a beneficiary;</li> <li>• the name of the trustee or any trust of which you are a trustee; or</li> <li>• any trustee company of which you are a director and in which a member of your immediate family is a beneficiary</li> </ul> <p>of which you are aware, which could reasonably raise an expectation of conflict of interest, or a material interference with your public duties with BCHS.</p>	
<p><b>4. Agreements:</b> Please provide details of any contract, agreement or understanding entered into by you or a family member, of which you are aware, that gives rise to an obligation or an expectation of reward, such as an agreement about future employment once the appointment term is completed. Only provide information which could reasonably raise an expectation of conflict of interest or a material interest with your public duties with BCHS.</p>	
<p><b>5. Other interests:</b> Please provide details of any other significant financial or other interest held or accruing to you or a member of your family, of which you are aware, which could reasonably raise an expectation of a conflict of interest or material interference with your public duties with BCHS.</p> <p>Examples of a substantial financial or other interest include:</p> <ul style="list-style-type: none"> <li>• being a principal or key employee of a material professional adviser supplying services, and</li> <li>• interests in contracts, trusts or other business arrangements not already covered</li> </ul>	



<p><b>6. Litigation:</b> Are you currently party to any litigation (whether threatened or commenced) in either criminal or civil jurisdiction that involves or otherwise may harm the reputation of BCHS? If so, provide details.</p>	
<p><b>7. Possible future conflicts of interest?</b> Are you aware of any current interests that are likely to change, or any additional interests you expect to acquire in the next 12 months or during the period of your proposed appointment (whichever is the longer), which you could reasonably expect to raise a conflict of interests or a perception of a conflict of interests?</p>	

I declare that to the best of my knowledge, the information I have provided is true and correct. I undertake to advise the Chairperson and CEO of BCHS in writing if a conflict or potential conflict arises in the future and to stand down in any decision-making process in which I may be compromised. If there is any change to the interests set out in this document, I undertake to advise the Chairperson and CEO of any alterations or additions to my declaration as soon as practicable.

Signature of nominee: \_\_\_\_\_

Title: \_\_\_\_\_ Date: \_\_\_\_\_

Signature of witness: \_\_\_\_\_

Name (please print): \_\_\_\_\_ Date: \_\_\_\_\_



