

POSITION DESCRIPTION

Position Title:	Non-Executive Director
Award:	Remuneration is set by the Board, in consultation with the CEO and Company Secretary, currently \$7000 per annum for directors.
Site:	Most meetings are held at our Central (Hargreaves Street Bendigo) site. Meetings can be attended via TEAMS, with face-to-face meetings by negotiation.
Hours:	Monthly Board meetings, including pre-reading and attendance usually take 4 to 5 hours. Subcommittee prereading and attendance are estimated at 3 to 4 hours every two months. Hours may vary from time to time.
Tenure:	As per the Constitution, Directors are appointed for a 3 year period, but may be re-appointed up to a maximum of 3 terms or approximately 9 years.

ABOUT BENDIGO COMMUNITY HEALTH SERVICES (BCHS)

BCHS is located across five sites in the City of Greater Bendigo, Central Victoria. BCHS has a proud 50-year history and provides more than 50 services across medical and allied health, family services, drug and alcohol, mental health, settlement services, health promotion and more, with a focus on vulnerable people and communities.

The organisation has more than 280 staff supporting people of all ages and stages of life to access quality, person-centred care. We foster a values-aligned, positive and thriving culture where all people feel safe and supported.

VISION

Better health and wellbeing across generations.

PURPOSE

Supporting you and your family to live healthy lives.

VALUES

Lived and Living Experience: We listen to understand. We value our communities, their backstories, lived and living experiences and cultures and learn from them to tailor our services.

Equity: We provide equitable and inclusive health and wellbeing services, ensuring they are culturally responsive and accessible.

People: We maintain a skilled, engaged and professional workforce, including people with lived experience, and enable a culture of continuous learning.

Partnership: We understand trust and partnerships are key to achieving our purpose. We listen and learn - and share our knowledge and expertise in collaboration and co-design with our community, ensuring we are providing local solutions to community need.

Integrity: We uphold the values of the Universal Declaration of Human Rights and approach all we do with kindness and respect. We are ethical in all we do.

ROLE & RESPONSIBILITIES

Board Directors are the legal authority of BCHS. Directors act as trustees on behalf of the organisation's moral and constitutional owners, and are accountable to a broad range of stakeholders including clients, staff, the community, and funding partners. In this role, the Board is entrusted to ensure that BCHS is governed effectively, ethically, and in a manner that promotes transparency, accountability, and long-term sustainability in service of its vision, purpose and values.

A copy of the Board Governance Policy is provided with this Position Description to ensure you understand the dimensions of the role. Clarification of any matter can be provided by the Board Chair, CEO or Company Secretary.

KEY SELECTION CRITERIA

Essential

- Selection criteria are based primarily on the possession of particular skills, as evidenced by qualifications and/or substantial experience. Those skills are determined by the Board to meet the needs of a Skills Matrix/Skills Gap Analysis undertaken by the Board collectively to determine the skills and knowledge needed to direct a modern health service. The skills sought at this time are one or more of the following, ordered in terms of priority set by the Board:
 - Technology and data governance.
 - Financial accounting/management
 - Risk management
 - Business development/Fundraising
 - Legal.
- A current employee Working With Children Check (WWCC) and Driver's Licence. BCHS can assist with applying for the WWCC.
- A preferred candidate will also be subject to probity checks including appropriate references and a National Police Check.

Desirable

1. Understanding of the health system.
2. Experience as a director and an understanding of fiduciary responsibilities and ethics.
3. Knowledge of Bendigo and environs, particularly an understanding of the socio-economic and cultural makeup of Bendigo would be advantageous.

OTHER ESSENTIAL REQUIREMENTS

Prior to appointment, any preferred candidate will:

- Complete all required probity checks **before** employment is confirmed.
- Present a copy of original professional qualifications document or registration (if required).
- Receive and comply with BCHS' policies and procedures particularly the Governance Policy, the Conflicts of Interest Policy and the Code of Conduct. Other relevant policies will be provided to the preferred candidate.

OTHER INFORMATION

- Salary packaging would be available to the successful applicant.
- BCHS' Employee Assistance Program is available to employees and immediate family.
- BCHS is an equal opportunity employer and values Diversity, Equity and Inclusion and the Board has determined that those values may be considered in choosing a preferred candidate.
- All BCHS sites are smoke and vape free workplaces.
- BCHS has a commitment to environmental sustainability.



BOARD GOVERNANCE POLICY DRAFT

Policy Details

Document Group: Board

Assigned Owner: Board Directors

Approved by: Board Directors

1. Purpose

The purpose of this policy is to articulate the governance role, responsibilities, structure, and processes of the Board Directors of Bendigo Community Health Services (BCHS). BCHS is a not-for-profit company limited by guarantee and a registered Community Health Service, reflecting more than 50 years of deep connection and service to the Bendigo community.

Our programs and services are broad, reflecting the diverse needs of our community. They include primary care and allied health clinical services, along with wellbeing supports and preventative health care programs that reduce the burden of ill health on individuals, the community and the broader healthcare system, through the social determinants of health. We are committed to improving health equity acknowledging the impact of intersectional disadvantage, and in amplifying the voices of the people we work with, to ensure the healthcare system reflects their needs.

The Board Directors is the legal authority of BCHS. Directors act as trustees on behalf of the organisation's moral and constitutional owners, and are accountable to a broad range of stakeholders including clients, staff, the community, and funding partners. In this role, the Board is entrusted to ensure that BCHS is governed effectively, ethically, and in a manner that promotes transparency, accountability, and long-term sustainability in service of its vision, purpose and values.

2. Scope

This policy applies to BCHS Board Directors.

3. Definitions

Refer to BCHS Key Definitions for the definitions of key words used in BCHS policies, procedures and related documents.

4. Policy Overview

This Policy should be used in conjunction with the BCHS' Constitution and Procedures. BCHS will ensure good Governance through policies, procedures, activities and relationships, making sure the charity is run effectively and properly in meeting the needs for which it is constituted.

As a charity BCHS must meet the obligations and compliance requirements of the Australian Charities and Not-for-Profit Commission (ACNC) principles, and relevant laws and standards.

5. Policy

Roles, Responsibilities and Relationships

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The role of Boards and non-executive directors has been well-defined in the Corporations Act (as amended), the Governance Principles included in the Australian Charities and Not for Profits Commission and caselaw.

The responsibilities of the BCHS Board include, but are not limited to:

- Developing the vision, purpose, core values, strategic directions and objectives of BCHS
- Overseeing the governance, management and strategic direction of the organisation and for delivering accountable corporate performance in accordance with the organisation's goals and objectives
- Effective and appropriate use of public funds, allocated according to need
- Evaluating the recommendations of BCHS Executive Management on important strategic and operational matters
- Provision of an inclusive and safe work environment for BCHS workers
- Ensuring BCHS delivers safe, quality healthcare to all consumers, while minimising risk
- Overseeing Continuous Improvement in best practice governance, clinical and non-clinical
- Scrutinising key financial and non-financial risks to which BCHS is exposed
- Ensuring the implementation of effective clinical performance, risk management, probity compliance and internal controls
- Adopting appropriate ethical standards, codes of conduct and appropriate behaviours, and ensuring that all BCHS staff and Board Directors adhere to these
- Appointing and overseeing CEO performance management and management succession plans
- Approving delegations and authorisations, including the annual report and financial statements.
- Appointing auditors
- Approving the Code of Conduct and Board Policies.

In carrying out those overarching responsibilities, directors incur fiduciary responsibilities that have been extensively defined in various judicial decisions. Fundamentally, Directors are required to:

- Act in the interests of BCHS at all times
- Act with integrity and in good faith
- Hold themselves and each other to account
- Attend all meetings, having pre-read all Board papers
- Look beyond the obvious and not just accept the information presented
- Be curious and well informed, including informing themselves of issues and risks impacting on the provision of health services

Guidance is available at any time from the Company Secretary on any issue of doubt.

The Board, collectively, has an ethical responsibility to examine its skills needs, the skills of its current directors, and any consequent skills gaps annually, and directs the Board Oversight Committee to attempt to find those skills. Ethically, a director is not guaranteed reappointment unless their skillset fills one of those skills gaps nominated by the Board.

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As well as the skills needed to manage a modern health service, the Board is also ethically committed to ensuring diversity and inclusion of people on the Board who reflect the community BCHS serves, provided they have those required skills. Diversity and inclusion is to be understood in its normal meaning, in terms of ethnicity, gender, sexual orientation, etc. Where there is a lack of diverse candidates with the requisite skills, the Board may choose to appoint people as “Board Observers” to assist those persons in developing the governance and other skills that may enable their appointment to the Board at some subsequent date, developing a more diverse Board over time.

Structure and Composition

As required under the Corporations Act 2001 (Commonwealth) and the Australian Charities & Not For Profits Commission Act 2012 (Commonwealth), the Board Directors governs BCHS.

Operational matters are the responsibility of the CEO. The Organisational Chart for BCHS defines authority within the organisation, and the positions of those responsible. Further, an Instrument of Delegation, reviewed and approved annually by the Board, defines the limits of authority delegated to the CEO by the Board and then, by the CEO, to other persons within BCHS.

Board committees – the Board may establish committees to support it in its work. The function of committees and task groups is to make recommendations to the Board. A committee has no decision-making authority.

Committees will have a Terms of Reference that define their responsibilities, and each committee will report on its actions to the Board regularly.

COMMITTEE AND MEETING

The Board will monitor and control the number of committees and membership will be determined by the Board Directors at least annually or as needed.

Directors have a duty to attend Board and committee meetings and to actively participate in decision-making. General meetings (Annual and/or Special) are governed by the Corporations Act 2001 (Cth) and cover matters outside the scope of authority of the Board such as changes to the organisation name, status or structure; the organisation constitution; election of directors and the appointment of auditors.

All meetings within BCHS are conducted in accordance with the constitution and/or the relevant terms of reference. The following list outlines the current (as at 2025) established committees of BCHS, noting that this is always open to discussion by the Board and change as necessary.

- Board Directors
- Clinical Governance, Safety & Quality
- Board Oversight
- Finance & Risk
- Capital Works
- Funds raising
- CEO Oversight Committee.

The Board will maintain records of proceedings, decisions and transactions, and will:

- Keep records of the Constitution, Board policies, Board meetings, membership and any other records required under these Board policies and by law.
- Ensure that minutes are taken at all meetings of the Board.

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- Ensure that records of minutes and agendas are properly stored and able to be retrieved as required.
- Ensure the confidentiality and security of all files and records.
- Maintain files and records such that they are able to be passed on to future directors and officers of the Board.

RISK MANAGEMENT

The Board Directors, Board Finance and Risk Committee, Board Clinical Governance, Safety and Quality Committee and Executive Team are responsible for ensuring appropriate governance in relation to risk management and setting the risk appetite.

The Board Finance and Risk Committee will receive regular reporting in relation to the BCHS Strategic Risk Register, as per the annual Board Calendar. Reporting will include the strategic risk profile, identifying any new and emerging risks, and the status of risk treatment plans. Where there are any material changes to strategic risks the Committee will make a recommendation to the Board Directors in relation to the review of the relevant risk/s by the appropriate Board Committee/s. The Board Directors will then request that the relevant Board Committee/s review the relevant risk/s and liaise with the Executive Team to ensure that appropriate controls and treatment plans are put in place to effectively manage the risk/s. Depending upon the significance of the risk these recommendations may be made through scheduled Board and Committee meetings, and/or via notification and action outside of Board and Committee meetings where required.

The Board Finance and Risk Committee will receive reporting per the Board Calendar. Where required, the Board Directors will be informed of any other material changes to risks which are rated as serious or high and require escalation to the Board level. Serious risks will be reported on and updated at monthly Finance and Risk Committee meetings.

FINANCIAL GOVERNANCE

A primary role of the Board is to ensure the ongoing financial viability of the organisation and that its financial resources are managed with prudence, in accordance with the law and with a view to achieving the strategic directions of the organisation.

A strategic plan is to be developed and approved by the Board in association with the organisation's strategic planning cycle. An annual financial budget must be approved by the Board. The budget should be consistent with the objectives of the Strategic Plan and take account of all factors expected to impact financial performance in the ensuing financial year, including and not limited to:

- A credible projection of revenues and expenses.
- A separation of capital and operational items and cash flow.
- The disclosure of planning assumptions.
- Provision for current and foreseeable future capital requirements.
- Compliance with the annual plan key performance indicators set by funding bodies and by the Board itself.

Actual performance versus budget projections are to be monitored by the Board regularly. The Board is committed to receiving and analysing financial reports on a monthly basis that:

- Measure operational financial performance against budget and explain significant variances.
- Illustrate organisational liquidity and capacity to meet ongoing financial commitment.

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- Advise of the progress of capital expenditure against the approved budget.

INVESTMENTS

BCHS is committed to meeting its fiduciary responsibility in investing the financial assets held by the Service. The following four principles guide the Board: 1. Preserve assets 2. Maximise financial returns from the use of cash resources 3. Optimise use of available cash flow 4. Minimise costs and risk and protect the capital value of the cash asset

AUDIT

BCHS is audited annually by the Victoria Auditor-General's Office (VAGO) to ensure both fiscal and corporate responsibilities are adhered to. In consultation with the CEO, the Board may require internal audits of financial and non-financial matters to be conducted by an independent third-party auditor throughout the year, with auditors reporting directly to the Board Directors. The Board is responsible for the selection and appointment of internal auditors.

The Board must ensure the conduct of an annual audit, by VAGO, or such other auditor as the Board may approve, and is to:

- Receive, analyse and take such action as they see fit regarding the annual financial statements including the audit report.
- Receive, analyse and take such action as they see fit regarding the auditor's management letter.

QUALITY

The Board's Clinical Governance Committee is responsible for overseeing clinical and quality management and improvement in all activities of Bendigo Community Health Services (BCHS).

BCHS will manage its operational quality improvement processes through the Clinical Governance and Quality Committee to support and influence quality improvements, and a range of other processes including incident and hazard management, client feedback procedures and adoption of 'Plan, Do, Study Act' cycles in all teams. The Board will have an overview of all accreditation processes to satisfactory outcomes supported by a culture of continuous quality improvement for the organisation.

CODE OF CONDUCT

The BCHS Board is responsible for setting the tone of legal, ethical and moral conduct to ensure that the organisation is considered reputable by the sector and other outside entities. This involves considering the impact of decisions on the organisation itself and the community being served.

Directors will carry out their duties in a lawful manner and ensure that the organisation carries out its business in accordance with the Australian Charities and Not-for-Profits Commission (ACNC) Governance Standards, the Corporations Act 2001 (*Cth*), the BCHS Constitution and any other legislation and/or standards as outlined in the Company Limited by Guarantee responsibilities.

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Directors will act ethically, in good faith, with care, diligence, timeliness, fairness, honesty, integrity and in the best interests of BCHS, maintaining and valuing professionalism in all dealings on behalf of BCHS.

All data, materials and information received by BCHS Board Directors will be treated as, and must remain, strictly confidential.

BOARD PUBLIC COMMENT

Spokesperson Protocol:

The Chairperson is designated by the Board to speak on behalf of BCHS.

Should an individual director be approached for comment on any matter relating to BCHS or their role on the Board, then that director will:

- Not disclose any information, documents or other data without the prior consent of the Board, except for information and documents that are available to the public.
- Immediately contact the Chair or CEO and seek advice.
- Inform the Board or the Chairperson at the earliest opportunity of any approach or request and seek a determination on the appropriate action to be taken by that director.
- Not commit to decisions or positions not agreed by the Board.
- Abide by the policy of directors speaking with one voice, regardless of the personal view of that director.

6. Related Legislation, Regulations and Standards

Australian Charities and Not-for-profits Commission (ACNC) Governance Standards
Corporations Act 2001 (*Cth*)

7. Related Documents

BCHS Instrument of Delegation Policy
BCHS Constitution
BCHS Risk Management Policy
BCHS Risk Management Procedure
Board Clinical Governance, Safety and Quality Committee ToR
Board CEO Relationship Committee ToR
Board Oversight Committee ToR
Board Finance and Risk Committee ToR
Board Fundraising Committee ToR
BCHS Code of Conduct Policy
Board Leave of Absence Procedure
Board Induction and Education Procedure
Director Employment or Volunteering with BCHS Procedure
Board Reimbursement of Directors Expenses Procedure

8. Responsibilities

BCHS Board Directors

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- Approve BCHS' Board Governance Policy
- Ensure that BCHS has an appropriate Governance Framework in place.
- Demonstrate commitment and leadership in relation to effective governance.
- Ensure they understand their responsibilities and comply with this policy/procedure and related documents/information including, but not limited to, those detailed in section 7.
- Ensure this policy and related organisation documents are regularly reviewed and maintained in line with applicable legislation, guidelines and standards.
- Ensure any breaches of this policy are managed in line with the BCHS Performance Improvement Policy and Procedures.

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