Policy for Official Board Positions

Objective:
To define the official positions and roles assumed by members of the Board.

Approved: 25/6/2015, Next Review Due: June 2016

Note that this policy outlines the roles and responsibilities of the official board positions but not the current incumbents.

General Criteria for all Board Members

- Must be of sufficient good character to satisfy the minimum probity requirement of the Victorian Registrations & Qualifications Authority;
- Must hold (or have made a valid application for) a current "Working with Children Check";
- Must not be an undischarged bankrupt;
- Must not have been disqualified from being a director of an Australian company;
- Must disclose to the Board all prior criminal convictions and current criminal proceedings, except as exempted by law.

Chairman

- The Board Chairman role is defined by the Constitution
- The role of the Chairman shall be to conduct the business of any Board meetings convened and to preside at any General Meetings of the Company
- As outlined in the Constitution, the Chairman shall have a deliberative vote as any other Board member as well as an additional casting vote if the outcome of a vote results in a tie

Vice-Chairman

- The Board Vice-Chairman role is defined by the Constitution
- The Vice-Chairman will act in the role of the Chairman at any Board meetings or Company General Meetings where the Chairman is not able to attend
Board Secretary

- The Board Secretary role is defined by the Constitution
- The Secretary is responsible for:
  - Convening all meetings of the Board and General Meetings of the Company
  - Ensuring meeting Agendas are documented and distributed ahead of time
  - Recording of minutes of all Board meetings and General Meetings of the Company
  - Management of procedures and policies set by the Board

Company Secretary

- The Company Secretary is a legally defined role outlined by the Corporations law
- The Company Secretary is responsible for ensuring all legal reporting and documentary obligations of the Board are met
- This role may be held in conjunction with any other official role

Correspondence Secretary

- Correspondence Secretary is an optional role responsible for the management of Board correspondence
- This role may be held in conjunction with any other official role
- The Correspondence Secretary is responsible for:
  - Receiving, collating, recording and distributing all correspondence to the Board
  - Responding to correspondence as directed by the Board
- Note that correspondence from all sources, even direct mail to other members that indicates it is for the full Board, should be directed to the Correspondence Secretary