Position Description
Board Director

Excerpt from the Bellarine Community Health (BCH) Strategic Plan 2026-2030:

Strategic Performance Framework

1. **Seamless Access & Integrated Care**
   - Reduction in wait times across priority service streams
   - Increased access to services targeting preventable hospitalisation conditions
   - Improved client and referrer experience with service navigation

2. **Our People & Culture**
   - Increased staff engagement
   - Reduced burnout indicators
   - Improved retention

3. **Operational Excellence & Capability**
   - Reduced process inefficiency
   - Optimise and embed the utilisation of existing digital platforms
   - Demonstrate improvements in cross-team collaboration

4. **Connected Community and Impact**
   - Growth in membership and participation
   - Increased community awareness
   - Growth in number of collaborative initiatives with local partner

5. **Future Sustainability & Disciplined Growth**
   - Improved financial operating position and revenue diversification
   - Growth in philanthropy and volunteers
   - Progress in environmental sustainability initiatives aligned to operational efficiency

Our Commitment

We are committed to:

- Providing safe, high-quality care for our community
- Supporting our staff to be healthy, valued and supported
- Improving the experience of clients and families accessing our services
- Working in partnership with others to deliver the best possible care across the Bellarine
- Managing our services responsibly so BCH remains strong and sustainable into the future

This plan is focused on what matters most: good care, good people, and a stronger, connected community.

Position Information

Position Objective:	• To participate in the governance of BCH in accordance with the Constitution and Board Charter, so that the company achieves its aims and objectives while acting ethically, prudently and in accordance with the law. • To develop and monitor governance policies and develop a clear strategic direction that together provide boundaries and delineation of roles for the Board and Chief Executive Officer functions.

<table>
<tr><td>Key Accountabilities:</td><td>The Board of Directors is accountable to the Community and Members for ensuring that BCH:
is effectively and efficiently managed;
provides high-quality care and service delivery
meets the needs of the community, and
meets financial and non-financial performance targets.</td></tr>
<tr><td>Duties and Responsibilities</td><td>The Board is accountable as a company limited by guarantee for the quality performance and culture of BCH
The Board acts to ensure that the company makes every reasonable effort to realise the requirements and expectations of key stakeholders, members, clients and the community.
Board Members must have a commitment to understanding the organisation and the environment in which it operates.</td></tr>
<tr><td>Relationship with chief Executive Officer</td><td>The Board of Directors appoints the Chief Executive Officer, who reports and is directly accountable to the Board of Directors. The Chief Executive Officer is delegated to appoint all other staff.
The Board has established a Board Charter that defines the role of the Board, the Chairperson and Chief Executive Officer. In addition, the Company's Constitution and Instrument of Delegation make clear the limits of authority granted to the Chief Executive Officer. The Charter, Constitution and Instrument of Delegation are reviewed regularly by the Board.
The Board establishes annual and ongoing performance expectations for the Chief Executive Officer and regularly monitors performance culminating in an annual performance review.</td></tr>
<tr><td>Relationship with Service Staff</td><td>The Board has no managerial relationship with the company's staff, unless requested by the CEO.</td></tr>
<tr><td>Strategic Direction and Monitoring of Achievements</td><td>The Board is responsible for providing 'strategic leadership' for the organisation by establishing a Strategic Plan and Annual Business Plan that clearly detail the strategies in place to achieve the company's objectives and performance targets.
The Board is responsible for monitoring the company's achievements in key performance areas, including financial performance, clinical/non-clinical risk management, compliance and service development.</td></tr>
<tr><td>Risk Management and Compliance</td><td>The Board is responsible for integrating risk management and compliance into the company's strategic planning process
The Board is responsible for monitoring and reviewing the effectiveness and currency of financial and operational risk management, compliance and reporting systems.
The Board must ensure that the company operates within the establishing legislation, within any delegations and within any rules and procedures relating to the use of public funds</td></tr>
<tr><td>Governance Policies</td><td>The Board will develop governance policies as the means of providing Board-level 'administrative leadership' to the Company. Governance policies will cover the following areas of Board responsibility:
CEO Linkage Policy
Board Decision Making Policy
Board Code of Conduct</td></tr>
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	• Stipend and Expenses Policy • Board Induction and Orientation Policy
Board Meetings	• Board and Sub-committee meetings will be held in accordance with the company's Constitution. • The Board will meet as often as is required to effectively carry out its governance responsibilities. • The determination of meeting agendas is the responsibility of the Board Chair and Chief Executive Officer. • Any Board member may request an item for discussion be placed on the agenda. • All Board Members must make every reasonable effort to; prepare for; attend; and fully participate in all Board meetings and decision making.

Major Accountabilities

Code of Conduct

Directors on the Board of an entity such as BCH are bound by the Corporations Act 2001. As such they must adhere to Board of Directors Code of Conduct and BCH Code of Conduct.

Conflict of Interest

Board Members of BCH have an obligation to:

- avoid any conflict with any private personal, professional, business, employment or other interest of the director, including as a consumer of BCH services;
- ensure any private personal or business dealings with BCH avoid any conflict of interest and not engage in self-dealing or any conduct of private business or personal services between any Board of Directors and BCH except as procedurally controlled to assure openness, competitive opportunity and equal access to information;
- not use their position to obtain BCH employment for themselves, their family members or close associates;
- not attempt to exercise individual authority over BCH except as explicitly set forth in Board of Directors policies;
- not attribute to BCH, any view or policy that has not been explicitly decided by the Board of Directors, when dealing with the media or the public;
- disclose any involvement with other organisations, vendors or other associations that may produce a conflict;
- recognise their lack of authority, except when explicitly authorised by the Board or CEO, when interacting with the CEO or with staff;
- respect the confidentiality appropriate to issues of a sensitive nature;
- avoid conflict of interest with respect to their fiduciary responsibility; and
- absent themselves without comment from not only the vote but also from the deliberation when the Board of Directors is to decide upon an issue about which a member has a conflict of interest.

Board Members must assess private and personal interests and determine whether they conflict or potentially conflict with their duties as Board Members. In accordance with the company's Conflict of Interest policy, Board Members are required to complete a 'Declaration of Interests' form on appointment and this is to be updated annually as part of their Board Performance Evaluation process. In addition, Board Members must complete a 'Conflict of Interest Declaration' should an actual, perceived or potential conflict of interest arise in the course of their duties as Board member.

Board Performance Assessment

- The Board Charter details the annual Board Performance Assessment process.

- Board members must be prepared to continuously assess their role, that of the Board, and the company, as well as have a collective commitment to Quality Improvement
- The Board will undertake an Annual Board Assessment
- Governance development and education opportunities will be made available to the Board as a whole and to individual members.
- All new Board members will be provided with a thorough induction program.

Key Personnel

Board Directors are considered Key Personnel, as defined in the *Aged Care Act 2024* and the *NDIS Act 2013*. They are staff who:

- Are responsible for making executive decisions
- Have authority, influence or responsibility for planning, directing or controlling the activities of BCH
- Are responsible for the day-to-day operations of BCH

Members of Key Personnel are required to make an attestation at the time of commencement and annually thereafter declaring that:

1. There is / is not (delete as appropriate) an aged care banning order currently or previously in force against me.
2. There is / is not (delete as appropriate) an NDIS banning order currently or previously in force against me.
3. I have / have not (delete as appropriate) been convicted of an indictable offence.
4. A civil penalty order has / has not (delete as appropriate) been made against me.
5. I am / am not (delete as appropriate) an insolvent under administration or have been in the past.
6. I am / am not (delete as appropriate) the subject of adverse findings or enforcement action by any Commonwealth, State, or Territory body or authority listed under section 13(1)(g) of the Act.
7. I have / have not (delete as appropriate) been the subject of any findings or judgments relating to fraud, misrepresentation, or dishonesty in any administrative, civil or criminal proceedings.
8. I am / am not (delete as appropriate) currently party to proceedings listed In 2(g) above that may result in such findings.
9. I am / am not (delete as appropriate) disqualified from managing corporations under Part 2D.6 of the Corporations Act 2001.

Date: July 2026