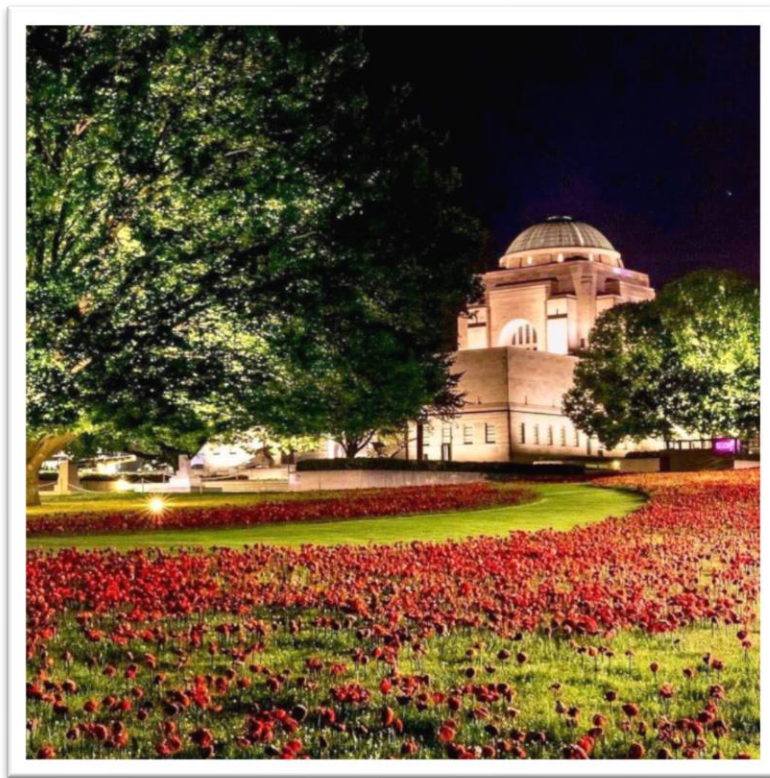




The Returned and Services League of Australia

(New South Wales Branch)

ABN 78 368 138 161



Non-Executive Directors Information Pack





About RSL NSW

RSL NSW has been respecting, supporting and remembering NSW veterans and their families for over 100 years. The organisation was formed in 1917 and currently has 35,000 members in 350 sub-Branches throughout New South Wales. Incorporated under a NSW Act of Parliament, the organisation's vision is to be recognised and respected as the pre-eminent ex-service organisation within the Defence Family in New South Wales.

The League is a grassroots organisation, led by its volunteers. The strong connections between sub-Branches and their local communities underpin every aspect of the League's work for veterans and their families.

Since its foundation the League has been a non-partisan and non-sectarian institution, dedicated to the highest patriotic ideals. League members are committed to advancing Australia's interests, upholding the Australian constitution, ensuring Australia's national security and promoting the good name and standing of the members of the Australian Defence Force and their families. The League binds Australians to the promise of never forgetting the service and sacrifice of those who have served before us. The price of liberty is eternal vigilance.

Recent History

More recently, RSL NSW has faced a period of disruption and was found by the ACNC to be deficient in meeting its core governance and compliance obligations. It is currently subject to an enforceable undertaking from the ACNC. As a result, the organisation has undergone a tremendous period of transformation and change.

In December 2018, a new RSL NSW Act was proclaimed. The Act mandated compulsory changes to the way RSL NSW operates and modernises its structure, prescribing a model that enables transparent and best practice corporate governance. In particular, the State Council became a Board of Directors, subject to greater conflict of interest scrutiny as well as clearer accountability under the law for governing the League.

The reform of the League's constitution is also currently underway. Changes proposed to the constitution are intended to not only reflect legislative change, but to extend the modernisation initiative across the League; allowing the organisation to resume fundraising, operate in a more effective and efficient way, and preserve the balance of independence and local control that sub-Branches currently have. Changes to the constitution are to be voted on by members in October in Albury.

Some changes introduced by the RSL NSW Act (2018) will happen whether the new constitution is approved or not. These changes include:

- at least one independent Director must be appointed
- the annual report must be lodged with the Minister each year
- the State Council became a board and State Councillors became Directors. There must be at least 3 but not more than 10 Directors
- the way RSL NSW executes legal documents has changed; and
- the way conflicts of interest are disclosed is now legally prescribed under the Act.

With these changes and a new set of leaders at RSL NSW, the organisation has now taken enormous steps to transform itself and its culture. Based in new headquarters in George Street Sydney, RSL NSW is an entirely



different organisation with professional staff, strong governance processes and finance systems. Its team - the Board, the members and staff – are now poised and fully focused on getting back to their mission of helping veterans and their families in need and making sure they can help many more.

To assist in this mission, the organisation is now looking to add two new independent non-executive Directors to the board. They are looking for individuals who have a deep understanding and commitment to good governance and transparency.

RSL NSW's Mission

RSL NSW members commit to continuing the camaraderie of military service, serving each other and serving veterans and their families in need – to ensuring that veterans and their families are respected, supported and remembered.

RSL NSW's strategic objectives for 2019

- Seek members approval for a new constitution and its implementation
- Complete all legislated structural changes and the adoption of an amended constitution
- Create a robust compliance and governance culture while continuing to deliver on the organisation's mission of supporting veterans and their families
- Restore fundraising
- Develop a strategic plan for endorsement by Congress in October

RSL NSW Board

- RSL NSW is governed by a board of not less than three (3) and not more than ten (10) Directors. The Board may, in its discretion, prescribe the number of Directors within this range from time to time.
- At least one but no more than two Directors must be Independent.
- Two Independent Directors are being appointed by the Board.
- One Elected Director will be the Service Member who has been elected by Service Members as President in accordance with the Election Procedures.
- The remainder of the eight Elected Directors are elected by Service Members in accordance with the Election Procedures.
- One Director (other than the President) must have tertiary qualifications in accounting, finance or economics and demonstrate recent relevant practical experience, training or skills in one of these professions and is appointed by the Board to the position of chair of the Finance Committee.
- The Board has appointed a Director to be Deputy President.

Director responsibilities

Individual Directors of the future Board of RSL NSW Directors are expected to comply with their legal, statutory and equitable duties and obligations when discharging their responsibilities as Directors. Broadly Directors are required to:

- Act in good faith and in the best interests of RSL NSW as a whole
- Act with care and diligence and for proper purpose



- Avoid conflicts of interest wherever possible and, where unavoidable, ensure disclosure in accordance with the provisions of the RSL NSW Act.
- Refrain from making improper use of information gained through the position of Director and from taking improper advantage of the position of Director.
- Support the letter and spirit of Board decisions.
- Keep Board confidential information, discussions, deliberations and decisions which are not publicly known.
- Undertake appropriate training to remain current on how best to perform their duties as Directors on behalf of RSL NSW, including completing the AICD's Company Director's Course or similar within six months of being appointed/elected.

Opportunities of this position

This position is an excellent opportunity to apply your outstanding board skills and experience, working with a refreshed Board committed to sound governance and board practices, focused on delivering RSL NSW's mission of helping veterans and their families in need and making sure they can help many more.

Location

RSL NSW Offices, ANZAC House, Level 5, 341 George St, Sydney

Tenure

Directors will serve a term of up to three years and will not be permitted to serve more than three terms – nine years in total.

Remuneration

The Act enables the remuneration of Directors at an appropriate rate. However, under the RSL NSW constitution, remuneration of Directors is not currently allowed.

Subject to the approval of the new constitution, a proposal for Independent Directors to be paid may be put to Delegates at Congress. Congress must approve the payment of remuneration. Additionally, a Director's right to be remunerated is subject to the Minister for Innovation and Better Regulation providing consent under the Charitable Fundraising Act (NSW) 1991.

Time commitment for the position

An engaged independent Director able to commit 10-15 hours per month to board work.



Key selection criteria

To be a successful Independent Director, you must have:

- Demonstrated interest in the mission and activities of RSL NSW and its members.
- Strong experience and understanding of corporate governance principles and prior experience with NFP boards.
- Understanding of the RSL NSW model: national versus state roles and responsibilities in a federated governance structure.
- Understanding of member relations and volunteers.
- An independent and broad lens on governance matters and be willing to help guide, coach and mentor Elected Directors who may be less experienced at Board level.
- The capability to generate the respect of members and the public and provide thought leadership.
- Capacity to represent RSL NSW. You must have both gravitas and the confidence to speak publicly on behalf of the organisation or advocate to stakeholders, as needed.
- Active membership and/or be a graduate of the Australian Institute of Company Directors (GAICD). A willingness to undertake this training (if required) and continuous governance, risk and other relevant learning is a requirement of the role.
- relevant professional qualifications.
- A person must **not**:
 - currently be an RSL NSW Member or have been an RSL NSW Member, or a member of any RSL body in another state or a member of RSL National at any time in the five (5) years preceding an appointment;
 - be an employee of RSL NSW;
 - have previously held office as a Director of RSL NSW for a total period of more than nine years (either continuously or in separate periods) after the date of first appointment as a Director;
 - be bankrupt, insolvent or have ever been convicted of a serious indictable offence;
 - have been previously removed as a Director under the RSL NSW Constitution; or
 - have been disqualified by any means from managing a corporation under the Corporations Act, suspended, removed or disqualified as a responsible person under the ACNC Act, fined, convicted, or found by the Minister not to be a fit and proper person under the Charitable Fundraising Act.

For expressions of interest, please call Lindy Kingsford on 0468 625 252 or email hello@peopleforpurpose.com.au To apply, you must submit a CV as well as a covering letter outlining why you are interested in representing RSL NSW.