

Director Position Description

Introduction

Dementia & Alzheimer's Australia Ltd.'s is the national peak body for people living with dementia, their families and carers. Our purpose is to advocate for the needs of people living with all forms of dementia and for their families and carers and provide advocacy and support services, education and information. Dementia Australia represents the 459,000 Australians living with dementia and the almost 1.6 million Australians involved in their care.

The strategic priorities of Dementia Australia 2018 – 2023 are:

- Access to timely diagnosis and support for all people living with dementia
- Quality of dementia care for people with dementia
- Reduce discrimination for people with dementia

The organisation has an annual budget of over \$60M and employs approx. 550 staff. Approx. 65% of revenue is provided by federal and state and territory governments, 18% via fundraising, donations and bequests and the remainder through commercial services and investment returns.

Company Structure and Governance

Dementia & Alzheimer's Australia Ltd. trades as Dementia Australia. In addition to delivering on its mission, Dementia Australia represents a group of entities, formerly made up of the Alzheimer's Australia Federation. The Board is constitutionally recognised as the governing member of these associated organisations, as such, retains accountability, oversight and control of the individual entities as well as the collective operation.

To ensure transparency and accountability in the achievement of this purpose, the Board embodies and promotes better practice governance through its conduct and throughout the operations of Dementia Australia.

The Board is supported by the Chief Executive Officer and Executive Team. As the accountable authority of Dementia Australia, the Board has final approval of all decisions governing the direction and activities of the organisation. Sub-Committees are established to provide specialised advice, support and recommendations to the Board in their decision-making capacity.

Governance Standards

Dementia Australia is committed to better practice governance and strives to undertake its business with transparency and accountability to its stakeholders. To support this, the Organisation has built its governance infrastructure upon the five Australian Charities and Not for Profit Commission (ACNC) Governance Standards:

- Purposes and not for profit nature
- Accountability to members
- Compliance with Australian Laws
- Suitability of Responsible Persons
- Duties of Responsible Persons

Roles and Responsibilities – The Board

The Board establishes the direction of Dementia Australia and provides ongoing oversight of the organisation's activities on behalf of its members and stakeholders. It achieves this by:

- Setting the vision and providing strategic direction, ensuring there is rigorous analysis and substantiation of thinking supporting the strategy and reviewing the effective implementation of the strategy
- Establishing and maintaining appropriate governance structures and processes
- Ensuring the Organisation's activities are conducted in a culture that is ethical and transparent through setting business standards and codes of ethical behaviour
- Approving annual business plans and budgets and regularly monitoring the organisation's operational key performance indicators and financial performance
- Ensuring resources are available to achieve the organisation's strategic plan and its annual business plans and budgets
- Selecting, appointing, removing, reviewing the performance and approving the remuneration of the CEO
- Ensuring the organisation's financial and other reporting mechanisms result in adequate, accurate and timely information being provided to the Board
- Ensuring significant business and other risks to the Organisation are identified and appropriately managed and adequate internal controls are in place
- Approving transactions in excess of delegated levels or outside Board-approved annual plans and budgets and
- Ensuring WHS policies and processes are in place, all employees are adequately trained in them and there is continuous monitoring and evaluation to ensure related risks are proactively identified and mitigated.

Dementia Australia's activities are regulated by the Corporations Act, Australian Charities and Not for Profit Commission Act, Charities Act and further State and Commonwealth laws as applicable.

Duties and Expectations of Directors

The Australian Charities and Not for Profit Commission (ACNC) identifies the obligation of Directors under their governance standards are to:

- Act with reasonable care and diligence
- Act in the best interest of the charity and for a proper charitable purpose
- Not to improperly use information or their position
- To manage financial affairs responsibly
- To disclose and manage conflicts of interest
- Not allow the charity to operate while insolvent

Directors are expected to:

- Be familiar with the responsibilities and legal obligations of a Director, including the qualities of a Responsible Person as described by the ACNC
- Act honestly, ethically in good faith, and to the best of their ability in the interests of the organisation and all times exercise a reasonable degree of care and diligence in the exercise of their powers and the discharge of their duties; Including declare and manage conflict of interest.
- Attend and participate in Board meetings regularly, ensuring consideration of relevant papers and agenda items in anticipation of meetings. Participate on a sub-committee of the Board or a special purpose committee as required. From time to time represent the organisation at local and national events.
- Being suitably prepared and engage positively in Board discussion and support all decisions once they have been discussed and resolved by the Board.

- Ensure all confidentiality requests and privacy obligations are upheld.

Desired Competencies and Skills

- **Knowledge of a Director's Responsibilities:** Including an understanding of the role as well as the legal, ethical, fiduciary and financial responsibilities.
- **Strategic Expertise:** The ability to develop and review the strategy through constructive questioning and suggestion and contribute to the effective decision making of the board.
- **Accounting and Finance:** The ability to read and comprehend the company's accounts, financial material presented to the board, financial reporting requirements and an understanding of corporate finance.
- **Risk Management:** Experience in identifying significant risks to the organisation.
- **Commercial Exposure:** Experience and understanding of current dynamic business practices including digital environments, business development and change management
- **Sector knowledge:** Knowledge and/or experience in the aged, community or health sectors or similar and / or governing a not for profit membership organisation.

Desired Personal Attributes

- **Committed to Dementia Australia's Values, Vision and Purpose:** Practical understanding and personal commitment to the organisation's goals.
- **Integrity:** Acting honestly and ethically and putting DA interests ahead of personal interests.
- **Team Player:** Able to function effectively as a team member with personal impact and superior communication skills. Able to work effectively with other board members and executives and represent Dementia Australia effectively externally as required.
- **Independent:** Able, when required, to be curious and courageous, to think independently and to express an independent viewpoint succinctly, logically and respectfully.
- **Emotionally Intelligent:** Ability to demonstrate self-awareness and empathy for others through strong interpersonal skills. Ability to work well in a group, listen carefully and be aware of others' emotional responses, but also communicate their views candidly and cogently when required.
- **Active Contributor:** A willingness and ability to participate actively and effectively in the work of the Board, including its sub-committees.
- **Commercial Judgement and Instinct:** Demonstrate a good business instinct and acumen and be able to assimilate and synthesise complex information.

Selection Criteria

The Dementia Australia Board is aiming to increase diversity across all domains – gender, ethnicity, age and geographic locations and to furthering Dementia Australia's strategic goals.

Essential Experience

1. Demonstrated experience in corporate governance as a company director or executive.
2. Experience at a senior level in business, government, the community or a profession.
3. A demonstrated track record of achievement as a director, CEO or senior executive of a company, not for profit organisation or professional practice.

Essential Skills

1. High level leadership skills.
2. Strong analytical skills and judgement of a high order.
3. Excellent communication skills with the ability to express ideas clearly and succinctly, persuade people, listen to other points of view.
4. Capacity to relate and speak to people with dementia and their families and carers.
5. A demonstrated capacity to contribute to policy and advocacy positions at a national level.
6. Ability to engage and build effective working relationships with a range of key stakeholders as required.

Desirable Experience / Skills

1. Experience in clinical governance; and/or
2. A good understanding of health, disability and aged care policy, planning and delivery, and within that, the issues that relate to dementia.

Key Terms of Appointment

- **Tenure:** The director is appointed by the Board of Dementia Australia for an initial term of three years and can be renewed by the Board.
- **Remuneration:** This is a voluntary, unpaid position. Directors are reimbursed for any out of pocket expenses reasonably incurred in attending board meetings and related matters.
- **Board meetings:** Scheduled as both face to face and electronic approx. 6-8 meetings per annum. Sub Committee meetings as required.