



# Board Pack

RSL NSW  
Independent Non-  
Executive Director

April 2024

**PRIVATE & CONFIDENTIAL**



## Context

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 30,000 members in 313 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.



# About RSL NSW

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## Vision

By 2026 every veteran in NSW knows what the RSL stands for, what it does, and wants to be involved as a member.

## Motto

One RSL—working together, delivering locally.

## Commemoration

RSL NSW and sub-Branches organise and deliver the major commemorative events across New South Wales to honour the service and sacrifice of Australian service men and women. The most well-known of these take place on ANZAC Day and Remembrance Day and are complemented by commemorations throughout the year. Through these commemorative activities, we all remember and respect those who have served and sacrificed for Australia.

## Camaraderie

For more than 100 years the League RSL NSW has provided a continuation of the unique camaraderie and mateship that people find during service in the Australian Defence Force. Through their network of more than 313 sub-Branches and chapters they bring together over 30,000 members who have served from a variety of backgrounds and contexts in a spirit of friendship and cooperation. This mateship among ex-Defence personnel is at the heart of what RSL NSW is and is highly valued by members and the veteran community.

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## Support

Meeting the needs of veterans and their families has been central to the RSL's mission since its inception. Today the RSL provides support through their network of sub-Branches, as well as through their partner charity, RSL LifeCare. As the local presence of services and support in New South Wales communities, sub-Branches exist to be of service to veterans and their families. In addition to the face-to-face support and mateship they can offer, sub-Branches can inform and connect veterans and families to the range of services available to them.

RSL LifeCare help:

- Veterans
- Current serving ADF members
- ADF members transitioning from service-to-civilian life
- Family members, partners and spouses of veterans

RSL LifeCare's claims and advocacy team assists veterans and their families to navigate the Department of Veterans' Affairs (DVA) compensation and rehabilitation services. They work with veterans to compile evidence and submit claims and also support them by leading all interactions with the DVA, to ensure that every claimant receives all of the entitlements that they are legally entitled to. They also represent veterans whose claims have been unsuccessful in appeals at the Veterans' Review Board. RSL LifeCare also offers homelessness support, accommodation and financial assistance, help with transport and getting around, and other community support. RSL LifeCare's Services include the RSL Veterans' Employment Program, SPUR Equine Program which is designed by veterans for veterans, home care, the Nowra Veteran Wellbeing Centre, homecare, retirement villages and aged care facilities.

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## Advocacy

RSL NSW stands for the interests of veterans and their families, advocating on their behalf with government to maximise veteran wellness, support and suicide prevention. RSL NSW has established a Royal Commission Office to support all veterans throughout the Royal Commission into Defence and Veteran Suicide.



## Current Board

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### Mick Bainbridge - President

Mick Bainbridge served in the Army as a Commando in the Special Forces. He was deployed to Afghanistan and East Timor. Mick is a director and solicitor of a veteran-owned and operated law firm. He has completed a Bachelor of Laws and Bachelor of Commerce, a Graduate Diploma of Legal Practice (GDLP), and is a Graduate of the Australian Institute of Company Directors Course.

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### Sophie Ray - Chair

Sophie Ray was elected as Chair of the Board on 26 February 2020. In accordance with the Board Charter, she holds that position until the first scheduled Board meeting after the annual AGM when a Chair is elected. She is a business owner, former lawyer and non-executive director. She spent 14 years as a corporate lawyer at PwC in Sydney and London, where she also sat on the board of the PwC Foundation. Sophie is currently a non-executive director of, Peak Care Equipment Pty Ltd, Shoalhaven Women's Resource Group and the Shoalhaven Education Fund; and an executive director of her family's tourism business on the south coast of New South Wales. Sophie was appointed as an Independent Director in June 2019.

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### Paul-Raymond James

Paul-Raymond James is the Principal/Director of a veteran-owned law firm that provides legal services for individuals, businesses, and charities across Australia and internationally. Paul is a registered lobbyist with the NSW Government and the Commonwealth, and has been involved in representing veterans in matters, including the Royal Commission into Defence and Veteran Suicide. Paul served in the Army Reserves from 1997 until 2021. He served in Armoured Corps with 1st/15th Royal New South Wales Lancers, as a Rifleman (Infantry) with Sydney University Regiment and spent most of his career in the Military Police with 2nd MP Coy and Charlie Company 1st Military Police Battalion. Paul served on OP RESOLUTE (Border Protection) in 2009/10 and OP ASTUTE (Timor Leste) in 2012/13. Paul joined RSL NSW in 2008 and is a fourth-generation member of the League.

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### Dr Charles New

Dr Charles New has more than three decades of military service, including service in education in the United Kingdom and the United States, as well as multiple deployments operationally. He has had the privilege of holding senior leadership positions including Surgeon General ADF Reserve, as well as contributing to the education and development of deployable health capability. As an Orthopaedic Surgeon, Charles has supported the veterans' health community with medical review of veterans prior to DVA applications and consultative opinions provided to the VRB and DVA. Charles is a patron of the RAAMC Association, Australian Vietnam Veterans', and Peacekeepers Association, and has served for more than a decade as a General Director and Treasurer on the Australian Orthopaedic Association Board.

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### Phillip Chin

Phillip Chin is the Risk and Quality Manager, Export Market Development Grants for Austrade. He has 15 years of experience in the public sector, including working in various roles focusing on compliance regulation, policy implementation, risk management, process improvement and performance. Phillip joined the Australian Army Reserve in 2007 and is currently the Sydney Detachment Commander in the Army Compliance and Assurance Unit with the rank of Major. He is a member of CPA Australia.



# Current Board

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## Sarah Watson

Sarah Watson is a veteran of the Australian Army, who served primarily as an Intelligence Officer from 1997-2015, including a seven-month deployment in Iraq. She is a member of the Yass RSL sub-Branch, and the inaugural Chair and member of the RSL NSW Young Veterans' Committee. Since her medical transition out of the Army in 2015, Sarah has been advocating for veterans and their families and raising awareness about the challenges they face as a result of their operational experiences and transition from the ADF. She speaks regularly at events with the ADF, Government agencies and schools, and volunteers as the contemporary veteran member of the Defence and Veteran Affairs Human Research Ethics Committee. Sarah owns and runs a business offering health-related services and support. She has represented Australia at the 2022 and 2023 World Triathlon Championships, serves as President and Coach of the Yass Valley Triathlon Club, and is an Ambassador for Triathlon NSW.

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## David McCann OAM

As a member of No. 5 Squadron, David was active in the development and implementation of the first Rotary Wing NVG and CT Tactics in the RAAF. He was commissioned in 1989 and left the Royal Australian Air Force in 1994. He joined the NSW Police Force and was seconded to the Australian Federal Police for a tour of East Timor in 2003, when he was recognised with a Commendation for Brave Conduct and AFP Bravery Medal. David has also been awarded the Royal Life Saving Society Australia Bravery Cross and the National Police Service Medal. David is the Mayor of the Coolamon Shire Council. David is an operational member of the Rural Fire Service, Secretary of the Coolamon Lions Club, and the Local History Group and was awarded an OAM in 2019 for services to veterans and the wider community of Coolamon. David has been a member of RSL NSW since 1987 and a member of the Coolamon sub-Branch for 20 years.

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## Louise Sullivan

Louise is a member of RSL NSW and graduate of The Royal Military College, Duntroon (GSO Reserve – 2006) and served for 13 years in both the Royal Australian Corps of Military Police and Australian Army Legal Corps obtaining the rank of Captain. Louise has nearly 25 years of experience as a business adviser, leader, Board Chair and Director with broad management skills leading diverse teams in professional (legal), heavy industry, sporting and military environments. A qualified lawyer, risk and governance professional, Louise currently works as an Executive Director (Chief Operating Officer) of a leading independent construction materials business. From 2015-24 Louise was a Director, and for the past 5 years the President and Chairperson, of Netball NSW, one of Australia's largest state sporting bodies supporting the highest participation team sport for women and girls in both NSW and across the country. Through that voluntary position Louise also serves as Chair of the NSW Swifts and GIANTS Netball Clubs playing in the largest professional women's sports league in Australia. She is also an elected Councillor of Sutherland Shire Council.

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## Jason Hazell

Jason is a member of RSL NSW at the Mosman sub-Branch. He served with the Australian Ready Reserve from 1995 to 1998 as an infantry soldier, with postings to the 6th Battalion Royal Australian Regiment and 2/17 Royal New South Wales Regiment. Jason has over two decades of experience in the superannuation and investment management industry. He is currently General Manager of Investments at State Super and was previously the Chief Investment Officer of the Crescent Wealth Super fund. Prior to this he held senior investment and leadership roles within the MLC Asset Management business over a tenure of 18 years.



# RSL NSW - CEO

## Giles Hurst

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Giles Hurst is the current Chief Executive Officer of RSL NSW.

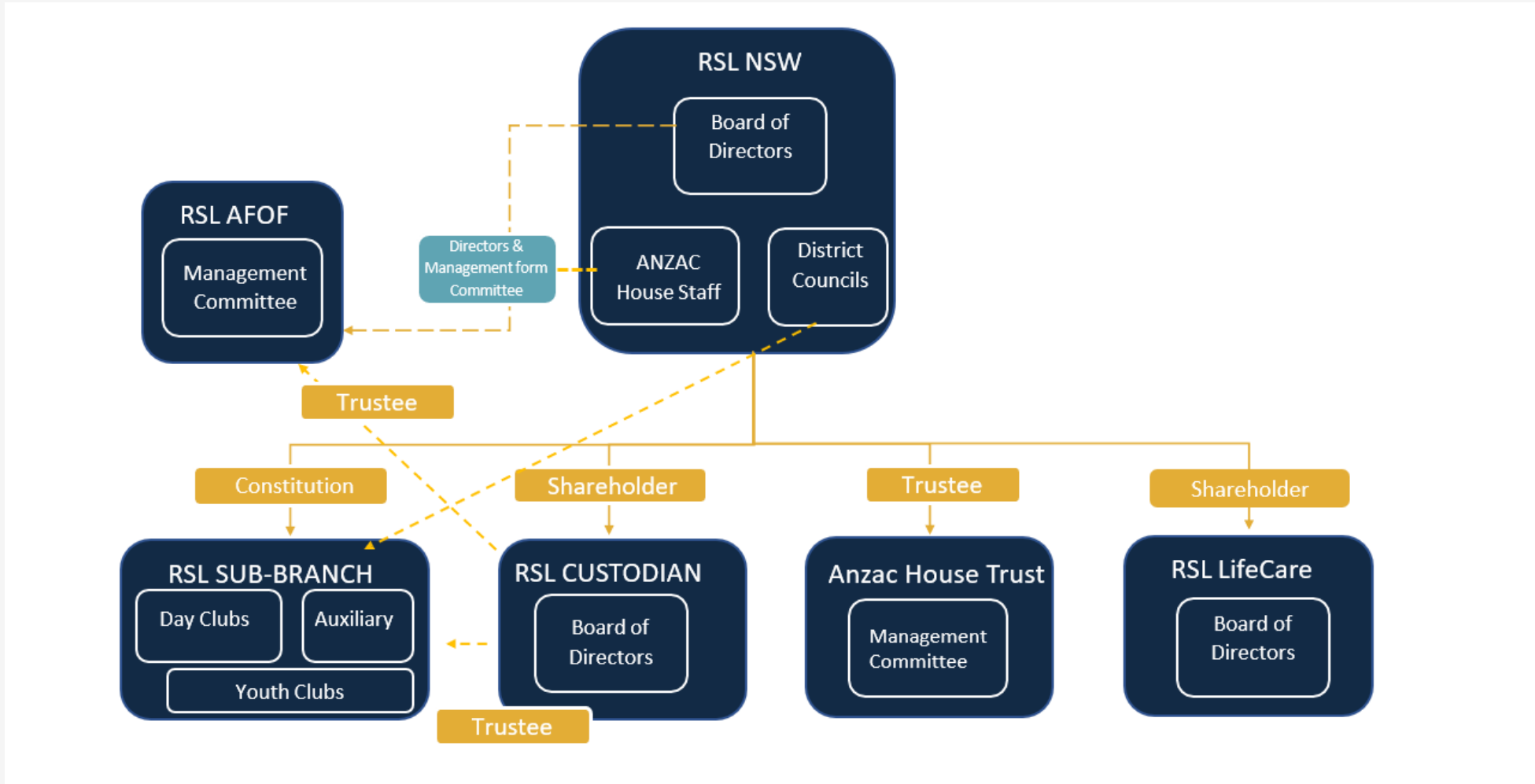
Mr Hurst brings a wealth of experience and expertise to this role, having a distinguished career in not-for-profit and charity leadership, financial services, digital transformation, and professional services.

His most recent roles include CEO of the member-based professional body in tax, The Tax Institute, Director of Sales at Thomson Reuters ANZ, and General Manager of Retail and Business – Westfield (Australia) Ltd.

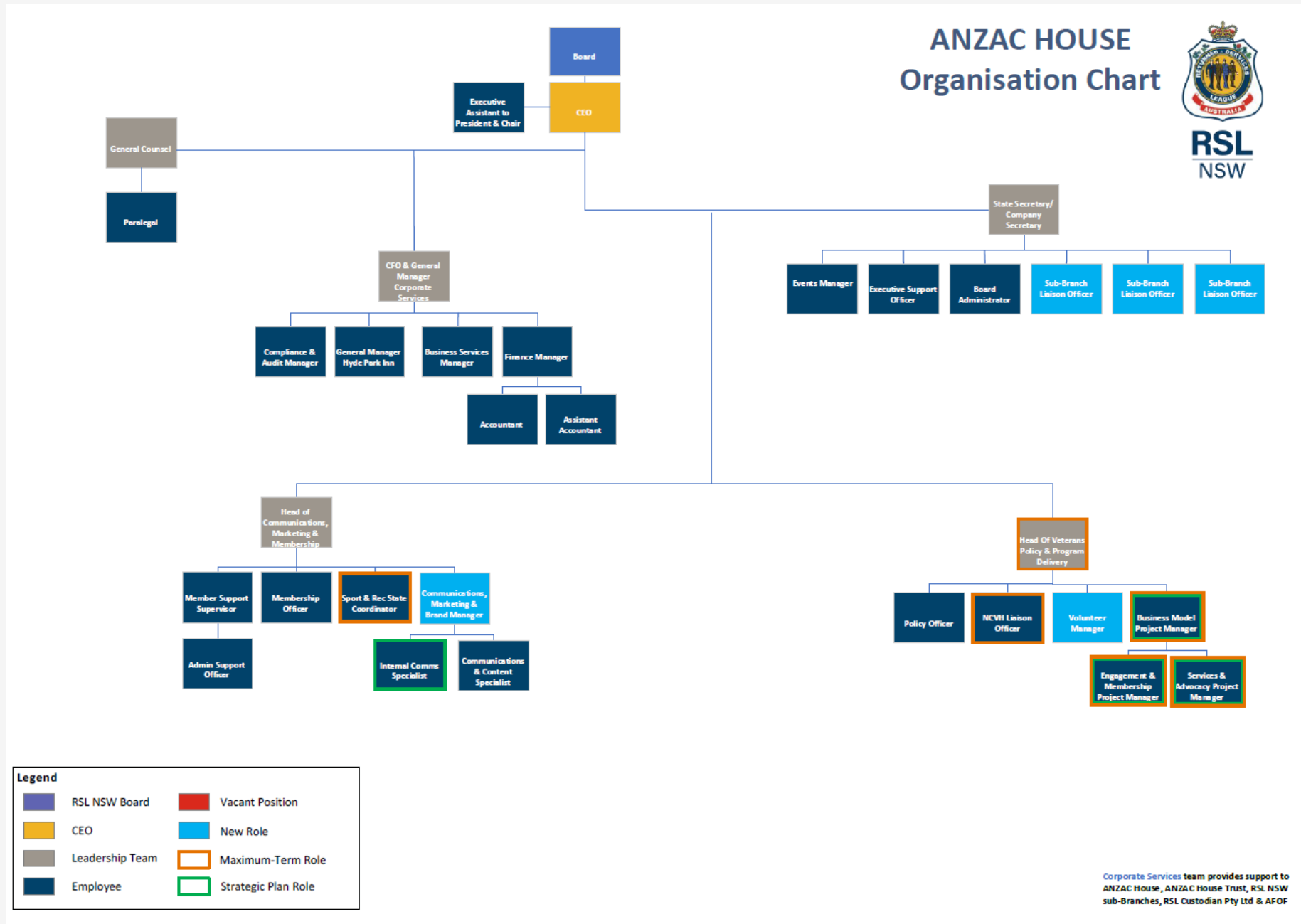
Mr Hurst's diverse background and professional experience are instrumental to advancing the implementation of the RSL NSW Strategic Plan 2021-2026. His vision, passion, and dedication align perfectly with our mission to support veterans and their families.



# RSL NSW Corporate and Governance Structure



# RSL NSW Organisation Chart



**Legend**

	RSL NSW Board		Vacant Position
	CEO		New Role
	Leadership Team		Maximum-Term Role
	Employee		Strategic Plan Role

Corporate Services team provides support to ANZAC House, ANZAC House Trust, RSL NSW sub-Branche, RSL Custodian Pty Ltd & AFOP





# Governance

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## Structure

RSL NSW is governed by a board of not less than seven (7) 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.
- One Independent Director is being appointed by the Board.
- One Elected Director is a Service Member who has been elected by Service Members as President in accordance with the RSL NSW Constitution.
- The remaining Directors are elected by Service Members in accordance with the RSL NSW Constitution.

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## Location

RSL NSW Offices, ANZAC House Level 11, 175 Pitt Street, Sydney 2000

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## Tenure

Independent Directors will serve a term of up to three years and may be reappointed for a further term of 3 years serving no more than three terms – nine years in total. Elected Directors serve a term of three years and may stand for re-election subject to them not being permitted to serve more than three terms – nine years in total.

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## Board Meetings

RSL NSW is seeking an engaged independent Director able to commit 10-15 hours per month to board work. Additionally, each board member is involved with at least one committee. These include the Audit and Risk Committee, the Nomination and Remuneration Committee, Selections Committee, Veteran Services and Policy Committee and the Young Veterans Committee

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## Meeting Dates

Meeting dates over the coming year are a combination of face to face and online. Dates can be provided to shortlisted candidates. Meetings require a full day's attendance. Extraordinary Board meetings may be held on an as needs basis. Directors are required to attend the annual Congress / AGM held over 3 days in a location in NSW usually in October.

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## Remuneration

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Directors are not currently remunerated.



# The opportunity – Non Executive Director

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.

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## 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 governance training within six months of being appointed/elected (if you do not already hold that qualification.)

## RSL NSW governance information:

- The RSL NSW Governance Advice Summary can be found at <https://assets.rslnsw.org.au/wp-content/uploads/2020/11/23154458/RSL-NSW-Board-Governance-Advice-Summary.pdf>
- The RSL NSW Act 2018 can be found at <https://legislation.nsw.gov.au/view/whole/html/inforce/current/act-2018-048>
- The current Constitution (effective 1 January 2023) can be found at [RSL-NSW-Constitution\\_2023-AGM-Amendments-2023.12.15-Final.pdf \(rslnsw.org.au\)](https://assets.rslnsw.org.au/wp-content/uploads/2023/12/15/RSL-NSW-Constitution_2023-AGM-Amendments-2023.12.15-Final.pdf)



# Key selection criteria – Non-Executive Director

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## 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 as a board director.
- Proven finance experience and specifically in property and development, OR Executive level experience in public policy or advocacy OR executive level experience in marketing, public relations or fundraising.
- 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**:

- 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.



## Further information

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Website

[RSL NSW | Supporting Veterans & Their Families](#)

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Annual Report

[Annual Reports | RSL NSW](#)

Strategic Plan 2021-2026

*(with further links to the implementation dashboard)*

[RSL NSW Strategic Plan 2021-2026 | RSL NSW](#)

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Recent News, Media & Publications

[News | RSL NSW](#)

[Reveille | RSL NSW](#)

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For more information



**For all enquiries please contact**

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