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DIRECTOR APPOINTMENT PROCESS

The South West Community Foundation is a philanthropic trust created by the people of South West Victoria, for the people of South West Victoria.

Vision – ***Stronger Communities***

Mission - ***To foster a culture of giving to strengthen the communities of South West Victoria***

South West Community Foundation is an independent, community managed initiative whose aims are to improve the quality of life of the community through the development of philanthropy. It covers the Great South Coast including regions of the Colac Otway, Corangamite, Warrnambool, Moyne, Glenelg and Southern Grampians.

The objectives of the South West Community Foundation are to:

- build a substantial, permanent fund for charitable purposes in our region.
- receive, manage and invest funds prudently to optimise funds available for distribution.
- provide a simple, cost effective way for people to make donations to their community.
- distribute the earnings back to the community for charitable purposes.
- support eligible projects which aim to strengthen and develop our community.
- assist groups to identify and source funding opportunities.
- facilitate partnerships that add value to the work of the Foundation.
- encourage giving by providing information, expertise, research and support to donors.
- **encourage the development of a strong “Community Foundation Movement” across Australia.**
- commit to sharing knowledge and creating a diverse, vibrant and innovative community.
- be part of new initiatives and achievements in community building.

How is the South West Community Foundation structured?

The South West Community Foundation is a public company limited by guarantee, and incorporated under Corporations Law. It acts as the community foundation for public charitable purposes and has income tax exempt status.

The foundation is governed by a Board of Directors representative of localities across the south west region.

The directors are also people whom the Australian Tax Office regards as demonstrating community responsibility because of previous employment roles, public offices they have held or their membership of professional bodies.

Directors receive no fees and provide their time and professional expertise free of charge. Current directors are listed on our website.

The company and its directors act as the trustees of the South West Community Foundation public fund, open fund, disaster fund and scholarship fund.

Board Meetings are held monthly however with the development of Sub-Committees this is anticipated to go to Bi-Monthly in 2016.

The role requires attending approximately 8 Board meetings per year and serving on at least one board committee.

Directors Legal Responsibilities

Directors come with extensive regional knowledge and have an ability to make a difference with a commitment to the delivery of the Foundations objectives.

The Board derives its authority to act from the Constitution and the law governing corporation and charitable organisations in the State of Victoria. The Corporations Act 2001 and Common Law require board members to:

- **act with care and diligence** – Section 180(1) Corporations Act 2001
- **act in the best interests of the company** – Section 181(1)(a) Corporations Act 2001
- **act in good faith** – Section 181 (1)(a) Corporations Act 2001
- **not improperly use his or her position to gain advantage or cause detriment** – Section 182(1) Corporations Act 2001
- **not improperly use information to gain advantage or cause detriment to company** – Section 183(1) Corporations Act 2001
- **keep informed**
- **not allow the company to trade while insolvent.**

From 1 July 2013, all charities must meet five governance standards. It is also a requirement that any entity wishing to be registered as a charity by the ACNC must satisfy these governance standards.

The governance standards establish a minimum level of compliance and are intended to boost public trust and confidence in charities and their management. The standards are:

- **Standard 1, Charitable Purpose:** a charity must demonstrate that it is not-for-profit and operates to further its charitable purposes.
- **Standard 2, Accountability:** a charity must take reasonable steps to be accountable to its members, provide means for members to raise concerns and demonstrate transparency regarding its governance structure.
- **Standard 3, Legal Compliance:** a charity must not commit a serious offence under any Australian laws (eg. fraud) or breach a law that may result in a penalty of 60 penalty units or more.
- **Standard 4, Suitability of "Responsible Persons":** a "responsible person" is someone that has control of the charity or responsibility to direct the charity e.g. members of the Board of the charity, the trustee of the charity, Committee members. A charity must ensure that its "responsible persons" are not individuals who are disqualified from managing a corporation under the Corporations Act 2001 (Cth) or otherwise disqualified by the ACNC.
- **Standard 5, Duties of "Responsible Persons":** a charity must be satisfied that its "responsible persons" are educated about their duties and are carrying out these duties to the standard required. Intrinsic in this is an obligation for a charity to implement processes to regularly monitor and assess the performance of their "responsible persons".

The Role of Directors

Directors will:

- contribute as an individual director to ensure that the Board effectively carries out its role;
- comply with the duties imposed on directors by the Corporations Law and relevant regulators;
- be forthright in Board meetings, requesting information, raising any relevant issues, fully canvassing all aspects of any issue confronting and voting on any resolution according to his or her own decision;
- support the letter and spirit of all Board decisions outside the Boardroom; and
- **further the South West Community Foundation's interests with outside contacts and networks where possible and appropriate.**

Directors must also meet the requirements of:

- Code of Ethics – Directors commit themselves to ethical behavior, businesslike, and lawful conduct, including proper use of authority and appropriate decorum when acting as Boards Members. Each Director will ensure that his or her actions reflect positively on South West Community Foundation.
- Code of Conduct – Directors will carry out their duties in a lawful manner and be conscientious.
- Conflict of Interest and allegiance – Directors are expected to avoid any action, position or interest that conflicts with an interest of, or gives the appearance of a conflict, with the interests or actions of the Foundation.

Further details for these requirements will be provided to the successful candidates upon appointment.

Director Appointment

When a vacancy on the Board exists, candidates will be sought with geographic presence and community expertise which complement the collective skills of the other Directors.

The Board will invite expressions of interest from people with the skills and experience to contribute to the development and growth of the South West Community Foundation.

If you are interested in being part of **the South West Community Foundations' Board please:**

- review the Foundations website - www.southwestcommunityfoundation.org/
- talk to the Chair of the Board, Barrie Baker 0408 554 814 and find out about the priorities for the region, the commitment required of the Board and how you could contribute your skills and experience;
- look at the regions the Foundation covers to see where your skills and experience can assist; and
- complete the Expression of Interest requirements.

All applicants (including applicants for reappointment) must provide the following documentation in order to facilitate consideration of their application:

Expression of Interest Form

- Located on the website in the News section. Once completed post or email the completed Form with your Resume/CV to the email - info@southwestcommunityfoundation.org

Resume/Curriculum Vitae (CV)

- Must be typed
- Must include:
 - Full name, address, phone and email contact details
 - Employment – Current employer, position title and responsibilities and employment history;
 - Academic and professional qualifications;
 - Current memberships including boards, committees, community groups, clubs and organisations.
 - Name and contact details for 2 referees.

Responsible persons and due diligence:

- If short listed you will be required to complete an application to the Australian **Taxation Office (ATO) to be registered as a 'responsible person'**
- If shortlisted for a Director position you may be required to authorise the Foundation to do a criminal history check.

Selection criteria for Committee members:

- A resident of SW Victoria with a connection and commitment to the communities of the south west region of Victoria;
- Skills and experience to support the Board to set the Strategic direction of the Foundation and constructively contribute to effective decision making;
- **The ability to read and understand the company's accounts, financial management material presented to the board and financial reporting requirements;**
- **Knowledge of a director's responsibilities, includes an understanding of the role, as well as the legal, ethical, fiduciary and financial responsibilities;**
- **An understanding of the Board's responsibilities in overseeing compliance with a number of laws, including the Corporations Act 2001 and an understanding of individual director's legal duties and responsibilities; and**
- Effective communication, interpersonal skills and leadership qualities;

How are EOI's considered?

The Board will consider all candidates by taking into account:

- Current makeup of the Board;
- Geographical coverage the candidate provides within the South West;
- Skills and abilities that **will further enhance the Board's collective capability; and**
- Level of experience in community groups.

Please note that referees may be requested to verify an applicant's good character and standing in the community.

The Board will make the final decision for appointments.

Please note the EOI and documentation is due 21 August 2017. The process is anticipated to be completed by late August/early September 2017 and you will be advised accordingly.