

## Skills-Based Director Position Description

**Note:** RSL Queensland Board Directors must be a current Service Member or Life Member of RSL (Queensland Branch).

### **Role of the RSL Queensland Board and Board Committees:**

The RSL Queensland Board is accountable to members for ensuring that RSL Queensland achieves its vision, purpose, and strategic and business objectives in an ethical, legal, and sustainable manner.

RSL Queensland is governed by a Board comprising:

- three executive elected board positions held by the State President, Deputy President, and Vice President.
- four directors elected based on skills, expertise and personal attributes that have been identified and endorsed by the board; and
- the Chair of the State Council of District Presidents who will represent the interests of the District Presidents.
- Board Appointed Directors (A maximum of two)

There are three Board Committees to support and enable the board in performance of its functions. These are The Audit and Risk Committee, The Nomination, Remuneration & Board Governance Committee and The Investment Committee.

The Board's functions include the following:

- setting, through its behaviour and expectations its sets for the CEO, an appropriate organisational culture for RSL Queensland.
- setting the overall strategic direction and plans of RSL Queensland, monitoring management's implementation of that strategy, and providing guidance and mentoring as appropriate.
- monitoring RSL Queensland's operational and financial performance including the approval of annual budgets and verifying annual financial statements.
- monitoring RSL Queensland's compliance with legal and regulatory obligations.
- establishing RSL Queensland's Risk Policy position overseeing business activity to ensure it remains within the guardrails of the Board approved Risk Appetite Statement.
- appointing the CEO and monitoring the CEO's performance against established performance objectives and providing guidance and mentoring when appropriate and required; and
- accounting to members and other key stakeholders for RSL Queensland's performance.

### **Director's Duties:**

Directors are expected to ensure that RSL Queensland operates in accordance with the [ACNC Governance Standards](#) and that as individuals they comply with the duties detailed in [Governance Standard 5](#) summarised as:

- to act with reasonable care and diligence
- to act honestly and fairly in the best interests of the charity and for its charitable purposes
- not to misuse their position or information they gain as a Responsible Person
- to disclose conflicts of interest
- to ensure that the financial affairs of the charity are managed responsibly, and
- not to allow the charity to operate while it is insolvent.

## **Key Responsibilities:**

Directors' key responsibilities are to:

- drive the strategic direction and governance of RSL Queensland on behalf of the members
- direct, control and conduct the business and affairs of RSL Queensland
- ensure best practice corporate governance
- monitor the performance of RSL Queensland's management
- ensure that appropriate risk management systems, internal control and reporting systems and compliance frameworks are in place and are operating effectively; and
- monitor and report financial results.

Directors are also ultimately responsible for ensuring compliance of RSL Queensland's officers and employees with other company policies including:

- equal employment opportunity
- work health & safety
- regulatory compliance
- privacy
- environment; and
- security.

## **Experience and Expertise**

The Board makes collegiate decisions, and each Director is individually accountable for ensuring they have the experience and knowledge to ensure the overall governance and strategic direction of the organisation.

While each Director may have deep experience/expertise in a particular area it is expected that all Directors have a contemporary knowledge of all areas to the level required to make well informed decisions.

The Board Skills Matrix provides the requisite collective skills, expertise, and personal attributes required for the Board to undertake its duties and responsibilities as outlined below:

- strategy development and execution (including marketing)
- accounting and finance (including investments)
- people, engagement, and culture
- legal, governance, compliance, and risk management particularly in relation to highly regulated environments
- external influence and advocacy
- commercial brand and marketing
- transformation and change management
- technology, digital and data; and
- experience serving on other Boards previously, particularly not-for-profits.

## Personal Attributes

Directors should possess the following personal attributes:

- high levels of integrity, dependability, and accountability
- self-mastery and awareness
- ability to think strategically and creatively
- solution champions
- collaborative working style
- purpose driven
- ability to communicate, influence, effectively challenge and negotiate
- willingness to adapt to and champion change; and
- a desire to grow own skills and experience in the interest of continuous improvement.

## Ethical Standards, Code of Conduct Policies and Governance

The Board of Directors is committed to conducting all business activities, legally, ethically and in accordance with the highest standards of integrity and propriety. All Directors are expected to act with the utmost integrity and objectivity, always striving to enhance the reputation and performance of RSL Queensland. They must perform their duties in a lawful, objective, and professional manner.

RSL Queensland's Code of Conduct guides the way we do business by clearly stating our principles, standards, and expectations. The Code is a public statement of RSL Queensland's philosophy and clearly enunciates business ethics, social responsibility, and the required standards of conduct by all RSL Queensland people.

As noted above compliance with the ACNC Governance Standards is a key accountability of Directors, one helps to maintain the community's trust in the RSL Queensland, which is important for the organisation's sustainability, and its social licence to operate.

## Expectations

Directors are expected to attend all board meetings unless they have a reasonable excuse. In this regard, the Board meets 4-6 times per annum usually in Brisbane for 3-5 hours.

Directors may be expected to:

- participate in at least one board committee (most board committees meet quarterly)
- attend the board strategy workshops (approximately once per annum)
- attend RSL Queensland events such as Remembrance Day
- participate in regular board and individual performance evaluations (annual)
- undertake professional development (ongoing)
- attend the annual general meeting; and
- engage in other board-related activities as might reasonably be required.

It is estimated that Directors are required to commit 20 days per annum to their role inclusive of all preparation and travel time.

Directors do not receive remuneration. However, in accordance with the RSL Queensland constitution, reasonable out of pocket expenses (including one professional membership) associated with attending to board matters are met by RSL Queensland.

The initial term will be for a three-year period from the date of election or appointment.

## Further information

For further information about the position please contact: [CompanySecretary@rslqld.org](mailto:CompanySecretary@rslqld.org)