

# DIRECTOR POSITION DESCRIPTION – LEGAL, GOVERNANCE AND RISK MANAGEMENT

(Revised June 2022)

<b>Director Position Description</b>	The Director Position Description is bound to the Engagement Agreement that establishes the specific roles and responsibilities of a Responsible Person directly linked to legal duties as mandated by the ACNC. This also acts as an explicit document separating the role of governing Board as opposed to management through clear articulation of roles and responsibility.
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## Organisational Environment

The Returned & Services League of Australia (Queensland Branch) (RSL Queensland) is the largest ex-service organisation in Queensland, with 240 Subbranches across 10 Districts, offering advice, support and camaraderie to all current and former Australian Defence Force members and their families.

Our purpose is to support a bright future and enduring legacy for all veterans and their families. For more than one hundred years we have worked to protect the rights of those who have sacrificed so that we may live peacefully, and this continues to drive us today. Our goals for the future are clear:

- Transform the lives of veterans so that their average quality of life matches that of the general population;
- Become the leading voice representing the interests of the Australian Defence Community and the Ex- Service Organisation community as a whole; and
- Continue to grow a sustainable business that enables both relevance and influence to flourish.

RSL Queensland oversees net assets of approximately \$300m and is supported by a workforce of approximately 350 FTE.

The organisation is transforming the way we do business by way of digitisation, cultural transformation, service delivery enhancement and diversification of revenue.

Our services and programs are funded by the RSL Art Union Lottery, the most successful not-for-profit art union in Australia. This funding allows us to embrace innovation, harness smart ideas and create positive change, ensuring we continue to provide support and services for those who need us – today and into the future.

## Role of the board

RSL Queensland is governed by a board currently comprising:

- three executive 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.

The board retains the ability to appoint up to a further two optional directors to address any skills and/or expertise gaps based on the requirements of the board's skills matrix.

The board is ultimately accountable to members for ensuring that RSL Queensland achieves its vision, purpose and strategic and business objectives in an ethical, legal, and sustainable way taking into account risk.

The Chief Executive Officer (CEO) is responsible for the day-to-day management of RSL Queensland and its subsidiaries.

The board's functions include the following:

- setting, through its behaviour and expectations it 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 when appropriate and required;
- 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;
- setting RSL Queensland's risk appetite and ensuring that effective audit, risk and compliance management systems are in place to protect RSL Queensland's assets and to minimise the possibility of the organisation operating beyond acceptable risk parameters;
- 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.

The board has established the following committees to assist it in the performance of its functions:

- Audit and Risk Committee
- Nomination and Remuneration Committee
- Investment Committee
- Governance Constitution and Awards Committee, and
- Veteran Affairs & Policy Committee.

## **The position**

The board is seeking to recruit four new directors to ensure that the board has the requisite collective skills, expertise, and personal attributes as set out in its board skills matrix.

The board is seeking candidates who are passionate about RSL Queensland's work and meet the selection criteria outlined below.

## Duties

As a Director of the Board of a charity registered with the Australian Charities and Not-for-Profits Commission (ACNC), you will have duties and responsibilities of a Responsible Person that come with your role. These duties generally require you to be careful and conscientious in your role and to act with common sense and integrity.

The duties and standards of Directors are:

- To act with reasonable care and diligence. Directors must exercise powers and duties with the care and diligence that a reasonable person would if they were in your place.
- To act in good faith in the best interests of RSL Queensland and for a proper purpose. When acting as a Director you must make decisions that are in the best interest of the charity and to further its charitable purpose and objects.
- Not to improperly use information or position. Any special knowledge that you gain as a director must only be used for the benefit of RSL Queensland) and never to further personal or other interests. Similarly, you must not use your position to improperly gain an advantage for yourself or someone else, or cause detriment to RSL Queensland.
- To disclose conflicts of interest. If your duty to act in the best interests of the charity conflicts with (or may conflict with) your personal interests, you must disclose this responsibly.
- To ensure that financial affairs are managed responsibly. Ensure that there are systems and processes in place that ensure that RSL Queensland's resources are being effectively put towards the charitable objects and are protected from misuse.
- Not to allow RSL Queensland to operate while insolvent. Directors must ensure that RSL Queensland can pay its debts when they are due or will become due and that it does not continue to operate if it cannot pay its debts.

## 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 the 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;
- Health & Safety;
- Regulatory compliance;
- Privacy;
- Environment; and
- Security.

## Experience and Expertise

Directors collectively should possess strong experience and/or expertise across the following areas:

- 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 (desirable);
- Transformation and change management (desirable);
- Technology, digital and data (desirable); and
- Experience serving on other Boards previously, particularly not-for-profits (desirable).

## 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 Board Code of Conduct Policy and Employee Code of Conduct Policy guides the way we do business by clearly stating our principles, standards, and expectations. These Codes are a public statement of RSL Queensland's philosophy and clearly enunciates business ethics, social responsibility, and the required standards of conduct by Directors and employees. These Codes are closely aligned with the RSL Queensland's Values and Mission.

As a not-for-profit registered with the ACNC, RSL Queensland applies the ACNC Governance Standards<sup>1</sup>. This helps to maintain the community's trust in the RSL Queensland which is important for the organisation's sustainability. To this end, all Directors must familiarise themselves with both the ACNC Governance Standards and the ACNC's guide for Charity Board Members<sup>2</sup>.

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<sup>1</sup> [ACNC Governance Standards | Australian Charities and Not-for-profits Commission](#)

<sup>2</sup> [Governance for good: The ACNC's guide for charity board members | Australian Charities and Not-for-profits Commission](#)

## Expectations

Directors are expected to attend all board meetings unless they have a reasonable excuse. In this regard, the board meets 11 times per annum in Brisbane for 2-3 hours.

Directors may be expected to:

- participate in at least one board committee (most board committees meet monthly);
- attend the board strategy workshops (approximately once per annum);
- attend RSL Queensland events such as Remembrance Day events;
- participate in regular board and individual performance evaluations;
- undertake professional development;
- 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 associated with attending to board matters are met by RSL Queensland.

The initial term will be for a two-, three- or four-year period from the date of election to the date of the second/third/fourth AGM following election.

## Selection criteria

The successful candidate must be able to meet the following criteria.

1. Extensive experience in legal, governance and risk management including board level oversight of risk and compliance management systems and frameworks and assurance programs;
2. Be a current Service Member or Life Member of RSL (Queensland Branch);
3. Demonstrate a sound working knowledge of governance requirements for not-for-profit organisations and an ability to apply that knowledge to improve organisational performance;
4. An ability to analyse and critically assess information and constructively challenge in order to support good decision making; and
5. Demonstrate personal attributes and values which align with the Board's Code of Conduct Policy outlined in this position description.

## Further information

Detailed information, including how to apply can be found at [rslqld.org/election2022](http://rslqld.org/election2022)

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