

Information Paper

4 October 2022

Nomination of candidates to stand for election to PeakCare's Board

PeakCare Queensland Incorporated (PeakCare) will soon be holding our Annual General Meeting for 2021-22 during which vacated positions on PeakCare's Board of Governance for the 2022-23 year will be filled by election. Have YOU (or someone you know) got what it takes to perform the important role of a Board Member in ensuring the sound governance of PeakCare and, very importantly, in shaping the vision and strategic directions of our organisation?

Please carefully read the following to find out if you are eligible for nomination to stand for election and have the right sets of knowledge, skills, experience and personal attributes to contribute to the Board. If this isn't a role that would be suitable for you but you know of others who might fit the bill, please forward this information on and encourage them to accept a nomination for election to the Board. The information that follows describes the process to be observed in nominating candidates for election.

*Nominations are to be received by **5pm Monday 24th October 2022.***

Current Board membership and the positions being vacated

PeakCare's Constitution states that Board members are elected for a term of two (2) years, with a maximum of three (3) consecutive terms that can be served prior to the member having to step down.

Currently, PeakCare's Board comprises the following members:

PeakCare Queensland Board membership		
President:	Mr Michael Currie	<i>(employing organisation – The Benevolent Society)</i>
Vice President:	Ms Kym Langill	<i>(employing organisation – Mercy Community)</i>
Treasurer:	Ms Vivien Bull	<i>(employing organisation – UnitingCare)</i>
Board Member:	Ms Jo Allen-Keeling	<i>(employing organisation – yourtown)</i>
Board Member:	Ms Carly Jacobitz	<i>(employing organisation – Life Without Barriers)</i>
Board Member:	Ms Carol Ronken	<i>(employing organisation – Bravehearts)</i>
Board Member:	Ms Shelley Wall	<i>(employing organisation – Infinity Community Solutions)</i>

Nomination of candidates to stand for election to PeakCare's Board

PeakCare's Constitution allows for the election of up to seven (7) Board members including the office bearers¹.

At the forthcoming Annual General Meeting, **five (5) Board member positions** will be declared vacant and therefore able to be filled by election at this meeting. They include positions currently held by:

- Mr Michael Currie ²
- Ms Kym Langill ³
- Ms Vivien Bull ³
- Ms Jo Allen-Keeling ³, and
- Ms Shelley Wall. ³

As Ms Carly Jacobitz and Ms Carol Ronken were elected at the previous Annual General Meeting and have therefore served only one (1) year of the two (2) year term for which they were elected, they are not therefore required to stand for election at the forthcoming Annual General Meeting.

¹ Office bearers (i.e. President, Vice-President and Treasurer) are elected by the Board.

² It is noted that Mr Michael Currie, having been elected to the Board at the 2017-18 Annual General Meeting and again at the 2019-20 Annual General Meeting has completed two 2-year terms only (i.e. less than the maximum number of three consecutive 2-year terms) and is therefore eligible, in accordance with PeakCare's Constitution, to be nominated (alongside other nominated candidates) to stand for election to serve a further 2-year term. Mr Currie is also at liberty to decline a nomination to stand for election to the Board to serve a further term.

³ It is noted that Ms Kym Langill, Ms Vivien Bull, Ms Jo Allen-Keeling and Ms Shelley Wall having each been elected to the Board at the 2019-20 Annual General Meeting have completed one 2-year term only (i.e. less than the maximum number of three consecutive 2-year terms) and are therefore eligible, in accordance with PeakCare's Constitution, to be nominated (alongside other nominated candidates) to stand for election to serve a further 2-year term. Ms Langill, Ms Bull, Ms Jo Allen-Keeling and Ms Wall are also at liberty to decline a nomination to stand for election to the Board to serve a further term.

Factors to be considered by...

Persons nominating and seconding a candidate

When considering your nomination of a person to stand for election to the PeakCare Board, please note that:

- *the person proposing the nomination must be an employee of a PeakCare Member organisation (other than the organisation that is the employer of the nominated candidate) that has maintained its paid membership for a continuous period of no less than two (2) years, and*
- *the person seconding the nomination must be an employee of a Member organisation (a different organisation) that has current paid membership (i.e. membership fees must not be in arrears).*

Persons who are registered 'Supporters' of PeakCare do not exercise the same voting rights as 'Ordinary Members' (i.e. Member organisations) and are unable to propose or second a nomination.

Prospective candidates

Persons who are NOT eligible to accept a nomination include:

- *PeakCare employees*
- *Government employees*
- *persons who are ineligible by law for appointment or election to the Board, and*
- *persons who are not able or are unwilling to affirm that they will adhere to the duties of a Board Member to:*
 - *comply with the duties of directors under the applicable law ([the Corporations Act 2001](#))*
 - *act bona fide in the interests of PeakCare and its members*
 - *exercise the powers of a Board member for the purposes for which they were conferred and not for any ulterior, collateral or improper purpose*
 - *not fetter the future exercise of Members' powers, and*
 - *avoid conflicts of interest.*

Prospective candidates must also consider that, if elected, they will be required to perform, in conjunction with other Board members, a governance role in providing strategic focus, direction, planning, fiscal and performance monitoring, and leadership oversight of PeakCare.

Board members are not elected to represent the views or interests of a single organisation (including those of their employer) or single interest group with which they have a personal or professional affiliation.

All Members of the Board are required to conduct the business and affairs of PeakCare in accordance with the organisation's Constitution and in the best interests of the Members of PeakCare as a whole. The Board is accountable for ensuring empowering relationships exist between itself and the organisation's Executive Director, PeakCare Members and Supporters, strategic partners, funders and other stakeholders. If elected, Board members must ensure that, to the best of their ability, these relationships are professional, effective, efficient, and promote the best interests and sound reputation of PeakCare.

A Board member can only effectively exercise power or authority when acting in concert with other Board members or as a sub-committee member acting within the scope and charter of any authority delegated by the Board to that sub-committee.

Code of Conduct

Prospective candidates must consider their willingness and ability, if elected, to act in a manner that fulfills the following code of conduct requirements:

- **Act with honesty and integrity**
by remaining open and transparent in their dealings, using power responsibly, not placing themselves in a position of conflict of interest and striving to earn and sustain public trust at a high level
- **Act in good faith in the best interests of the organisation**
by demonstrating accountability for their actions, accepting responsibility for their decisions and not engaging in activities that may bring themselves or PeakCare into disrepute
- **Act fairly and impartially**
by avoiding bias, discrimination, caprice or self-interest and demonstrating respect for others by acting in a professional and courteous manner
- **Use information appropriately**
by ensuring information gained as a Board member is only applied to proper purposes, is stored and returned as directed by policy, and is kept confidential
- **Use their position appropriately**
by not using the Board member position to seek an undue advantage for self, family members or associations, or to cause detriment to PeakCare, its membership and/or the sector it represents and by declining gifts or favours that may cast doubt on their ability to apply independent judgement as a Board member
- **Act in a financially responsible manner**
by understanding financial reports, audit reports and other financial material that come before the Board and actively inquiring into all aspects of the presented materials
- **Exercise due care, diligence and skill**
by ascertaining all relevant information, making reasonable enquiries and understanding the financial, strategic and other implications of decisions
- **Comply with relevant legal requirements and within provisions of the law**
by acting within the provisions, and meeting requirements, of relevant legislation and acting within the powers and in accordance with the functions set out in the Constitution, Board Charter and the organisation's governance policies
- **Demonstrate leadership and stewardship**
by promoting, advocating and supporting the organisation, its Members and the sector it represents and acting in accordance with the organisation's values and governance policies.

Key responsibilities:

Prospective candidates must consider their willingness and ability, if elected, to exercise the duties of a Board member with honesty, good faith, compassion, skill and care. These duties exist both in common law and in PeakCare's Constitution. Board members must, if elected, commit to:

- *exercising their powers and discharging their duties with the degree of care and diligence that a reasonable person would exercise, in good faith and in the best interests of PeakCare and for a proper purpose, and*
- *not improperly using their position or the information they obtain as a Board member to gain an advantage for themselves or someone else, or for purposes of causing detriment to PeakCare*

Key competencies:

Prospective candidates must consider whether they are able, if elected, to contribute the following competencies to the Board:

- **Mission minded competence in:**
 - *promoting the organisation's vision, values and strategic intent, and*
 - *ensuring that all activities undertaken by the Board in the discharge of its duties conform with PeakCare's Constitution, Board Charter and relevant governance policies*
- **Strategic leadership in:**
 - *actively contributing to the work of sub-committees that may be established by the Board and, if delegated to chair a sub-committee established by the Board, overseeing and monitoring the sub-committee's work and ensuring it remains within the scope, charter (including reporting and achievement of results) and delegated responsibilities assigned to it by the Board*
 - *working with the sub-committees appointed by the Board, so they have a proper structure, appropriate assignments, expectations and boundaries, and are engaged in a suitable level of communication*
 - *supporting the Board President in the execution of their duties in regard to the Board, the Executive Director, strategic partners, funders and other key stakeholders, and*
 - *supporting the Executive Director in carrying out the operational priorities and activities of the organisation, as directed and requested by the Board*
- **Relationship and communication skills in:**
 - *actively encouraging and developing ongoing open communication with other Board members and the Executive Director, to ensure awareness of concerns and actions of the Board, strategic partners and key stakeholders*
- **Negotiation and mediation skills in:**
 - *deliberating, discussing and negotiating Board matters taking into account relevant research, evidence and the range of experiences and views that may be held by Members, Supporters and other stakeholders, and*
 - *ensuring due diligence and effective deliberation of defensible information and evidence-based decision-making in a manner that enables the Board to justify and substantiate its decisions*
- **Strategic planning and implementation skills in:**
 - *assisting with and providing input into the development and implementation of the strategic directions of PeakCare, and*
 - *actively contributing to and participating in the development, review and monitoring of the organisation's strategic plan, key operational strategies (arising from the strategic plan), governance policies and achievement of the organisation's objectives*
- **Business and financial governance knowledge and skills in:**
 - *deliberating, monitoring, discussing and reaching agreements about actions to be taken to ensure strategic, operational and financial viability and sustainability of the organisation, whilst also*
 - *exercising social and peak body responsibilities in leading advancement of the sector, the achievement of improved policies, programs and practice, and the attainment of better outcomes for children, young people and families*

- **Energy and enthusiasm in:**

- attending and actively participating in Board meetings including demonstrating an active commitment to attending a minimum of 75% of Board meetings and 75% of sub-committee meetings to which the member is appointed, either in person, by telephone or video conferencing (unless, in extenuating circumstances, leave from the Board has been approved for a period) ⁴
- carrying out other duties as requested by the Board President, as needs and circumstances arise, and
- participating in ongoing professional development and learning that adds to the Board's competence in delivering sound corporate governance

Qualifications, experience and suitability:

Prospective candidates must consider the suitability of their qualifications, skills and experience in positively contributing to the performance of the Board. The following qualifications must be present within the whole board and, where possible, are preferred of each Board member:

- contemporary high-level knowledge, skills and experience in relation to the governance of a non-government organisation
- clear understandings of the role of a peak body
- extensive experience in providing operational or strategic advice in family support, child protection and/or a similar human services sector
- broad knowledge of Queensland's child protection system
- demonstrated ability to act collaboratively and cooperatively as a leadership team member, and to develop as a Board member and Board team member
- contemporary high-level knowledge, skills and experience in relation to business or financial management and planning, human resource management, industrial relations or workforce planning and development, and/or media management, marketing and communications, and/or
- possession of a strong track record in achieving results and balanced strategic outcomes (in settings not limited, but preferably relevant and/or transferable, to human services, social justice and non-government sectors).

Given the diverse range of organisations that comprise PeakCare's membership, candidates are sought who have an awareness of, and are able to represent, a wide cross-section of interests and concerns held by our Members and Supporters across all parts of the State.

Board members are required to maintain a current 'Blue Card' and to acknowledge their willingness to immediately report any suspension or cancellation of their Blue Card to the Board Secretary (i.e. the Executive Director) to enable appropriate action to be determined and initiated by the Board in relation to the termination or suspension of their membership on the Board.

⁴ The PeakCare Board must meet at least nine (9) times a year to comply with requirements stated in the Constitution. Meetings are usually held via video-conferencing or at the PeakCare Office in Paddington, Brisbane on a Friday morning for a period of around three (3) hours, commencing at 9.30am or thereabouts as determined by the Board. Travel costs of Board members from regional areas of the State are met by PeakCare.

Upon accepting their nomination to stand for election to the Board, candidates for election must declare their ability and willingness to exercise the duties of their role as a Board Member strictly in accordance with:

- the [Australian Charities and Non-for-Profits Commission's Governance Standards](#) and Australian Institute of Company Directors' [Not-for-Profit Governance Principles](#), as reflected within the Board's charter, associated governance policies and Board induction resources, and
- the duties of directors under the applicable law ([the Corporations Act 2001](#)) as reflected within the Board's charter and associated governance policies.

For insurance purposes, Board members will also be required to report whether or not they have:

- been declared bankrupt or entered into a deed of assignment, composition or a scheme of arrangement with creditors, and/ or
- been a director of an organisation placed in administration, a scheme of arrangement, receivership, liquidation or provisional liquidation.

Possession of a Director Identification Number:

In June 2020, the Federal Government passed legislation intended to improve the integrity of Australian business registers and to create a central Commonwealth Business Registry. A key component of the changes was the introduction of new mandatory Director Identification Numbers (Director ID).

A Director ID is a unique 15 digit identifier that directors need to apply for by verifying their identity. Directors (including PeakCare Board members) are required to apply for a Director ID once and will keep it forever, even if they stop being a Board member, become a director of another company or multiple companies, or move overseas.

Director IDs are recorded in a database called the Australian Business Registry Services, administered and operated by the Australian Tax Office (ATO).

Director IDs were introduced to prevent the use of false or fraudulent director identities. This helps:

- deter illegal phoenix activity
- prevent the appointment of fictitious directors
- prevent the appointment of directors without their knowledge or consent
- improve director accountability and traceability, and
- improve data integrity and security.

Existing directors including any existing PeakCare Board members who were appointed anytime on or before 31 October 2021 and were still Board members on 31 October 2021 must each apply for a Director ID by 30 November 2022.

Recently appointed directors including any PeakCare Board members appointed between 1 November 2022 and 4 April 2022, were required to apply for their Director ID within 28 days of their appointment if not already a director of any Corporations Act company and in possession of a Director ID.

Newly directors appointed from 5 April 2022 who are not already directors of any Corporations Act company and in possession of a Director ID, must apply for a Director ID before taking up their appointment.

To ensure compliance with these requirements, all candidates standing for election to the Board MUST provide confirmation within their Board Candidate Statement that they are either already in possession of a Director ID or have applied for a Director ID.

Each Board Member should retain their Director ID in a safe place. The ID details must also be provided to the PeakCare Board Secretary (i.e. PeakCare's Executive Director) for secure storage by the organisation.

Further details about the requirements to possess a Director ID and the processes used to obtain one can be accessed from the [Australian Securities & Investment Commission's website](#).

Reporting and performance:

All Board members report directly to the Board President.

Board candidates, if elected, must be willing to provide and receive feedback and participate in Board performance reviews (both of self and team).

Board members do not, on their own, account for the performance and diligence of the Board to PeakCare Members, Supporters and other key stakeholders.

Board members must always speak from a united and unified Board position to any audiences beyond Board or sub-committee meetings.

Process for submitting nominations

Nominations of candidates to stand for election to the Board are to be received by **5pm Monday 24th October 2022**. Click [here](#) to access a copy of the Nomination Form which must be signed by the person nominating the candidate, the person seconding the nomination and the candidate who is accepting the nomination.

By this same date, persons who are nominated are requested to submit a typed 'Candidate Election Statement' within which they must provide a statement written by them in support of their nomination. Click [here](#) to access guidelines for completing and submitting a 'Candidate Election Statement'. Candidates are also requested to submit a 'head and shoulders' picture of themselves (preferably in JPEG format).

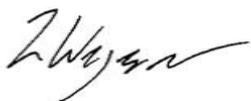
Details of the nominations received (including the candidates' statements and pictures) will be disseminated via email to Member organisations and posted on PeakCare's web-site.

The election of persons to fill the vacated positions on the Board

Similar to previous elections of candidates to the Board, this election will be electronically administered by GoVote. Prior to the release of the Candidate Election Statements, each Member organisation will be requested to confirm or change the name of the Representative delegated to vote on behalf of their organisation. An authorised Representative may also nominate a Proxy to vote on their behalf.

Upon release of the Candidate Election Statements, each Member organisation's Representative (or their nominated Proxy) will be issued easy-to-follow instructions by GoVote about how to confidentially cast their votes. The candidates elected to fill the vacated Board positions will be announced at the Annual General Meeting to be held in early December 2022.

All PeakCare Members are encouraged to give earnest consideration to nominating candidates who, if elected, can make a valued contribution to the important role played by PeakCare as a child protection peak body.



Lindsay Wegener
Executive Director
PeakCare Queensland Incorporated