

Board Director Role Description

Queensland South Native Title Services ACN: 114 581 556

Last reviewed: May 2020



Purpose

The purpose of this policy is to define the role of a QSNTS Director, the key responsibilities and skill requirements and to provide guidance on matters reserved to the Board. The Director's role description is appended to this policy.

(Appendix A)

Scope

This policy applies to all Directors including the Chairperson and Deputy Chairperson. Separate "Role Descriptions" define the specific duties of the Chair and Deputy Chair.

Appendix A

Position title	Director
Unit	Board of Directors
Employment type	Voluntary (with reimbursement of expenses)
Location	Brisbane
Length of term	Three years, renewable for a second and third term (maximum of nine years) in keeping with Clause 40 of the QSNTS Constitution.

Role of the Board

Directors provide high-level strategic direction to the organisation to achieve the following:

- native title services to Aboriginal and/or Torres Strait Islander people in the southern half of Queensland as prescribed in the *Native Title Act*;
- enhance the capacity of Traditional Owners to be autonomous in pursuing and keeping their rights and interests, including support for the effective operation of Prescribed Bodies Corporate (PBCs); and
- reform and improvement to the native title system through advocacy and demonstrated better practice.

Organisational and administrative support is provided to the Board by the Company Secretary. Board meetings are generally held four times per year, and generally span a full day, but may be varied at the discretion of the Board.

QSNTS is an equal opportunity employer, and recognises the importance of diverse backgrounds to ensure the Board considers the breadth and depth of perspectives and issues relating to native title. Under the QSNTS Constitution, at least one-third of Directors (and desirably a majority) of the Board must be of Aboriginal and/or Torres Strait Islander descent.

Key Responsibilities

1. attendance at quarterly Board meetings (and additional meetings as required). The Board may also be required to consider issues and make decisions out-of-session. This responsibility includes preparation for, and participation in, discussions and decision-making of the Board, such as considering briefing notes and reports from management;
2. communicate and work effectively with, and review the performance of, the Chief Executive Officer (CEO). The Board is also responsible for the CEO's contractual arrangements;

3. ensure that CEO succession and Board succession are properly planned;
4. under the *Corporations Act 2001*, company Directors have a number of duties and liabilities. These include the duty to:
 - a) act honestly, in good faith, and in the best interests of the company;
 - b) exercise care and diligence; and
 - c) avoid conflicts between the interests of the company and their own interests;
5. directors are also obliged under Section 191 of the *Corporations Act 2001* to disclose any material personal interest in a matter that relates to the affairs of the company. Directors are required to provide details of the nature and extent of the interest and the relation of the interest to the company's affairs to the Board and to the Company Secretary, who maintains an Interests Register;
6. participate in the development of, and endorse, QSNTS' Strategic Plan, approve the Operational Plan and annual budget (coinciding with the commencement of a funding period). The Board will also monitor the organisation's progress against the Strategic Plan, Operational Plan and budget;
7. approve major decisions such as operation and service changes. A Statement of Matters Reserved to the Board ([click here](#)) specifies a wider range of key areas of strategy and operations which are the Board's prerogative;
8. develop and approve Board-level policies, and provide strategic policy direction as appropriate ;board members will be expected to apply their specialist knowledge through contributions on board sub-committees (such as the Governance sub-committee or the economic development sub-committee (see below Additional Responsibilities)
9. constructively review the performance of the Board annually, including feedback from each Director on their individual performance, and take steps to improve the Board's overall performance;
10. ensure QSNTS has appropriate strategies in place to make timely and consistent progress in achieving its mission (eg communication strategy and risk identification and mitigation strategies); and
11. maintain strict confidentiality regarding the Board's and QSNTS' undertakings and comply with the QSNTS Code of Conduct for Directors.

Additional Responsibilities

1. Directors may be invited to attend events organised by or in the interests of QSNTS, such as NAIDOC celebrations, National Native Title Conferences, and Native Title Consent Determinations;

2. Directors may be required to participate in working groups or Board committees on matters requiring their particular skills and/or knowledge;
3. provide final approval of publications such as the Annual Report and the biannual Message Tree newsletter, including as appropriate a range of other communication or service delivery products
4. willingness to invest in developing governance skills, such as through the governance training provided by the Australian Institute of Company Directors or other appropriate training courses ; and
5. contribute to succession planning and Board recruitment as necessary.

Key Selection Criteria

Essential

1. knowledge of native title and contemporary Indigenous issues, and a;
2. demonstrated abilities in analysis, decision-making, and the provision of leadership and strategic direction;
3. experience in one or more of the following would be desirable:
 - strategic planning, policy development and high-level decision-making;
 - specialist knowledge such as anthropology and law, or as otherwise identified from time-to-time by the Board as a priority;
 - governance;
 - management of reasonably-sized organisations;
 - financial management and HR strategy;
 - philanthropy;
 - marketing and communications; and
 - commercial/business development;
4. preparedness to commit to the QSNTS Mission, Values and Objectives and willingness to maintain awareness and understanding of the services QSNTS provides;
5. the capacity to devote the necessary time and effort to the QSNTS Director role;
6. demonstrated ability to develop and maintain relationships and partnerships with business, government, community and Indigenous stakeholders/clients

Desirable

1. previous experience in a Director role in a reasonably-sized will be highly regarded;
2. strong knowledge of the *Native Title Act 1993*, and/or other relevant legislation (such as the *Corporations Act 2001*, industrial legislation, or legislation applying to the Director's field of expertise).

Please note:

- a criminal history check may be performed on the successful applicant;
- appointment is as a Director and not as a company Member. Company membership is determined in accordance with QSNTS Constitution;
- this is a voluntary position without remuneration, except reimbursement of expenses incurred through fulfilling duties as a Director.