

NYCH Board of Directors Role Statement

June 2011. Review Date June 2013

Responsibilities of the Board

The Board of Directors is responsible for:

- Ensuring that the organisational mission and values are clearly understood and articulated into a strategic plan which is regularly reviewed.
- Ensuring that effective safety and quality systems are in place, that their performance is monitored and that the organisation responds appropriately to safety and quality issues;
- Ensuring that the annual budget allocates resources in line with the organisation's goals and strategic priorities, and monitoring the financial performance of the organisation;
- Ensure that risks are appropriately identified and that robust mitigation strategies are in place;
- Establishing strategic directions for the organisation
- Appointing the CEO, establishing performance indicators and evaluating the performance of the CEO;
- Establishing Board Subcommittees, determining their terms of reference, and receiving their reports.

Responsibilities of Directors

Individual Directors are responsible for:

Acting with honesty and integrity.

- Being open and transparent in all their dealings; using power responsibly and not placing themselves in a position of conflict of interest; .

Acting in good faith in the best interests of NYCH.

- Demonstrating accountability for their actions; accepting responsibility for their decisions and not engaging in activities that may bring themselves or NYCH into disrepute.

Acting fairly and impartially

- Avoiding bias, discrimination, caprice or self-interest; demonstrating respect for others by acting in a professional and courteous manner.

Using information appropriately.

- Ensuring that information gained as a director is only applied to proper purposes and is kept confidential.

Using their position appropriately.

- Not using their position as a director to seek an undue advantage for themselves, family members or associates, or to cause detriment to NYCH. Ensure that they decline gifts or favours that may cast doubt on their ability to apply independent judgement as a Board member of NYCH

Acting in a financially responsible manner.

- Understanding financial reports, audit reports and other financial material that comes before the Board and actively inquiring into this material.

Exercising due care, diligence and skill.

- Ascertaining all relevant information and making reasonable enquiries. Understanding the financial, strategic and other implications of decisions.

Complying with the constitution and any relevant legislation

- Acting within the powers and for the functions set out in NYCH's constitution and in compliance with legislation.

Time Commitments of Directors

In general the Board meets monthly for approximately 3 hours. Meetings are held at 365 Hoddle Street between 6.00 and 9.00 pm. Meeting papers are sent electronically in the week prior to the meeting occurring.

Directors are expected to attend all meetings of the Board or to advise the Company Secretary if they are unable to attend. Attendance is reported through the Annual Report to ASIC.

Directors are also encouraged to join at least one of the Standing Committees, i.e. Risk & Audit, Quality & Services or Community Liaison & Participation. Participation in the Standing Committees involves a time commitment of approximately 2 hours per month.