



Becoming a Board member

AT WOMEN'S HEALTH GOULBURN NORTH EAST

The process, the responsibilities and the benefits

We are intersectional in our approach and are proud to stand beside generations of great women whose work has brought us closer to equality for all.

We acknowledge the wisdom, living culture and connection of the Traditional Custodians of the unceded lands on which we work, and acknowledge the profound disruption of colonisation and the Stolen Generations on Aboriginal and Torres Strait Islander peoples.

We respect Aboriginal rights to self-determination, and take seriously our responsibility to ensure our work, policies and collaborations all enable and strengthen these rights.

We believe in shared and just cultural transformation that embraces diversity, and these acknowledgements are part of the ethical principles that guide our work and conduct.

We're listening to your feedback on our work – [please let us know how we're doing](#).

 WOMEN'S HEALTH GOULBURN NORTH EAST

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Overview

Women's Health Goulburn North East (WHGNE) is an incorporated association. We welcome and encourage new members and our Board is a voluntary one, elected by our members. This document is designed to support potential Board members to understand the process, the responsibilities and the benefits of becoming a Board member at WHGNE.

The WHGNE Board is a small group of dedicated volunteers who provide both strategic direction and a governance function for the organisation. The executive committee of the Board are the 'office bearers' for the organisation, Board members who have been elected to take on certain responsibilities and help to steer the Board direction.

In this paper we'll look at:

- A brief introduction to WHGNE
- The attributes (skills, experience, values) required from Board members
- The process for expressions of interest from potential Board members
- The process for election of Board members
- The process for election to executive positions on the Board (Chair, Deputy Chair, Treasurer, Secretary)
- The terms of appointment to the Board and executive
- Ensuring retention of elected members
- Capacity building for elected members
- Leaving the Board

We'll also refer to the following documents which are available for you to review:

- 2021-2025 WHGNE Strategic Plan
- The WHGNE Rules for an Incorporated Association
- Board Policies and Procedures (Policy 2.01)

WHGNE: A brief introduction

You can [read more about WHGNE on our website](#), but here's a brief overview of our work.

Women's Health Goulburn North East (WHGNE) is a proudly feminist organisation, supporting the creation of equal, just and resilient communities that lead change towards women's empowerment, women's health, the prevention of violence against women and ultimately, gender equality, in rural and regional Victoria.

Our work addresses the harms of binary gender norms and practices to achieve long-term gender equality. We apply a gendered lens to the factors and environments that shape women's health and wellbeing in rural and regional Victoria. Our expertise is in women's economic empowerment, gender justice and climate change, gender equity, the prevention of violence against women and sexual and reproductive health.

Our experienced staff are local leaders in the field of gender equity and shared learning. We make our expertise accessible to our communities through highly regarded research, resources and toolkits. We are alert to the political environment, and work to uphold and advance women's rights by influencing policy and planning. We work alongside women to listen to and amplify experiences of health to raise awareness, change attitudes, and influence system response.

We also work with community groups, organisations and workplaces to develop and deliver information and practical tools, consultations, coaching, tailored training, workshops and facilitated conversations.

Here are some links to help you familiarise yourself with the organisation so that you can make sure that we're who you want to spend your time with. Have a look through our website and if you have any questions, please contact us [via phone or email](#). Here are some links to relevant pages for you:

- Meet our [Board and staff team](#)
- Read our [2021-25 Strategic Plan](#)
- Review our [Annual/Financial Reports](#) to date
- Have a look at [our legal standing](#)
- Here's an [overview of our services](#)
- And if you're up for some in-depth research, you can [dive into our resources](#)



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Who can become a WHGNE member?

While WHGNE is an organisation that works with all members of our community no matter their gender, we have an exemption under the equal opportunity act to employ only women (EO #H68/2017). When we refer to women, we refer to trans and cis gender women. We encourage, support and welcome women to apply no matter your race, ethnicity, social background, religion, age, sexual orientation or whether you are living with a disability.

All Board members must be a member of WHGNE. Membership is free and you can [join on our website](#).

We have a rural/regional focus and our region covers the Goulburn and Ovens-Murray (north east) local government areas. Any potential Board member should live and/or work in one of these 12 local government areas.

Our Board meetings are held online, with the opportunity to meet in person once or twice a year, with the objective of making meetings more accessible to Board members.





What are we looking for in a Board member?

We want your passion, your skills and your time!

We're looking for women that have an understanding of, and commitment to, the [vision and principles of Women's Health Goulburn North East](#), as well as an understanding of governance and operational structures.

While we understand that you may be passionate about a single issue, the WHGNE Board of Management is looking for people who have certain skill sets (as well as passion of course!).

The skills we're looking for can include (but aren't limited to):

- Public health
- Law
- People management
- Health promotion
- Accounting and finance
- Communications
- Public policy
- Governance

What are the key responsibilities of a Board member?

Our Board has a governance role, which means it looks after the strategic direction of the organisation, ensures that WHGNE works within its remit and meets its legal obligations. The Australian Institute for Company Directors outlines the following responsibilities for governance boards:

- Driving the strategic direction of the organisation;
- Working with the CEO to enable the organisation to obtain the resources, funds and personnel necessary to implement the organisation's strategic objectives;
- Implementing, maintaining and (as necessary) refining a system of good governance that is appropriate for the organisation;
- Reviewing reports and monitoring the performance of the organisation;
- Regularly reviewing the board's structure and composition, so that these are appropriate for the organisation;
- Appointing – and managing the performance of – a suitable CEO; and
- Succession planning for the CEO.

WHGNE also asks that you:

- Attend and participate in Board meetings and professional development;
- Contribute skills, experiences, legitimacy, ideas, and fun;
- Share decision making on policy, direction, strategies;
- Advocate and represent WHGNE to the community, and the community within WHGNE;
- Understand WHGNE's work and the context in which we're working; and
- Support all stakeholders and each other.

The time commitment is:

- Board meetings (online) for two hours per month;
- Attendance at committee meetings (if you are an office-bearer or a committee member). This can vary, by may be one to two hours each month or every second month, in addition to attending the Board meeting;
- Attendance at the annual general meeting in September each year;
- Attendance at ad hoc events (in person, or occasionally online);
- Participation in training/development sessions as identified and/or required.

Depending on your interest and experience, we may ask you to talk with the media or stakeholders if there's an issue that you can support the CEO and the organisation with. The term of office is two years. Board members can nominate and be re-elected for two more terms, making your contribution to the Board a six-year term.

Applying for Board membership

Once you've done your background research and you've decided you want to be part of the work we do in our regions, then here's how the process goes:

WHGNE must have a minimum of six Board members to operate, and has places for up to 12 members. It usually operates with approximately nine members. A Board member can be appointed at any time of year if there is a vacant role available. Any member who has been appointed to fill a role is considered to be taking up a 'casual' vacancy. All Board members are confirmed or voted for at the annual general meeting of members. See the process for voting at the AGM later in the paper. In the meantime, here's the process for filling a casual vacancy on the Board.

1

Get in touch with us by email and let us know you're interested in joining the Board.

2

A current Board Member or the CEO will get back in touch with you and arrange a time to have a preliminary talk, answer any questions and ask you some too. They'll also let you know if there are any vacancies at the time. Our Rules of Association specify that we must have a maximum of 12 members and a minimum of six on our Board.

3

If you decide to proceed with your application, you'll be asked for a letter telling us why you'd like to be a Board member, along with your CV.

4

Your letter, CV and the things discussed in your phone interview will all be put before the full Board them to review and discuss. At this point, the Board Member/CEO will get back to you with the progress of your application. If everyone decides to go ahead then...

5

You'll be invited to attend a Board meeting to give you and the Board members and opportunity to meet each other and for you to get a sense of how the Board works. We'll ask you to sign a confidentiality agreement before coming along to the meeting. It's a simple document that gives you a sense of what can and can't be discussed outside the meeting with non-Board members.

6

After the Board meeting, the full Board will hold a vote on whether they'd like to invite you to formally join.

7

If you accept, you are now a member of the Board at WHGNE filling a casual vacancy.
Welcome!

Confirmation at the AGM

Because WHGNE is a member organisation, all Board members are 'casual' until they've been confirmed in their roles at the Annual General Meeting (AGM) of members.

The process is quite straightforward – here's how it works:

- If there are more vacancies than nominations for those roles, then the candidates; nominated are deemed to be elected! Further nominations may be received at the annual general meeting for the remaining positions;
- If the number of nominations received is equal to the number of vacancies to be filled, the candidates nominated are deemed to be elected; and
- Finally, if the number of nominations received exceeds the number of vacancies to be filled, then we hold a ballot.

Re-appointment to the Board

So, you've served your first two years and you'd like to continue for another two. At the July meeting of the Board, you'll be asked if you'd like to continue on the Board. If you would like to continue, that needs to be declared at the Board meeting.



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Now that you're a Board member...

Access to information

We'll provide you with access to our online Board portal (OurCatHerder.com) and our induction pack. There you'll be able to review previous Board papers and have access to our full set of Board policies and procedures and recommended reading.

Your 'buddy'

You'll also be assigned a 'buddy' on the Board who will help you with any questions you might have. You might have what you think are 'dumb' questions – well first off there aren't any dumb questions – and your buddy is your first point of contact.

Meeting the staff

The CEO attends all of the Board meetings and tables a comprehensive report each month. If you'd like to though, you'll also have the opportunity to meet with the CEO to ask questions and to find out about current work being undertaken.

The agenda includes the opportunity for staff to attend Board meetings and brief the members on current projects. This gives the Board and staff an opportunity to meet each other and get an understanding of each other's roles.

Attendance at meetings

Board meetings are held online, on the last Monday of every month, except for September (when the Annual General Meeting is held) and December, when we have a break. Board papers will be issued a week prior to the meeting giving you plenty of time to review them. Meetings are recorded for minute-taking purposes and if you have any actions assigned to you, you'll be emailed these soon after the meeting so you have a record of them.

For a Board meeting to be official, we need a quorum (minimum) of elected Board members attending. The CEO isn't an elected member, so she doesn't count towards the quorum. The quorum for a board meeting is the presence of a majority of the board members holding office (Item 63(2) of the Rules).

Missing a meeting/s

If you're not able to be at an upcoming Board meeting, then as soon as you're aware, let the Chair know.

You're also able to take a leave of formal leave of absence if your circumstances change and you're not able to attend the Board meetings for a period of time. Leave can be granted for up to three months, but no longer (Item 67(1) of the Rules).

What do the committees of the Board do?

A committee of the Board meets outside of the regular Board meetings and is focused on a particular area of the governance of the organisation. The committees take the extra time needed to consider these areas in-depth and will often make recommendations to the full Board. Currently (2021), the WHGNE Board has two committees:

- **Finance and Risk**

The Finance and Risk Committee is made up of the Treasurer, the Chair of the Board and one Board member. The CEO and the Finance Officer attend these committee meetings.

- **Executive**

The Executive Committee is made up of all of the office-bearers, the Chair, Deputy Chair, Treasurer and Secretary of the Board and the CEO attends as well.

There are terms of reference for both of these committees that clearly define the roles and responsibilities of each. While you do need to be an elected office-bearer to be part of the Executive Committee, Board members are welcome to nominate for inclusion on the Finance and Risk Committee. You do not need to have a finance or risk background to join this committee – just be ready to participate, to learn where necessary and to ask questions.

What do the office bearers do?

- **Chairperson and Deputy-Chairperson**

The Chairperson of the Board is the person that steers the Board and the organisation. They hold the vision and mission of the organisation and work closely with the CEO to support the achievement of the Strategic Plan.

- **Board Secretary**

The Board Secretary supports the Board to ensure that Board meetings run smoothly. This includes preparing and distributing of Board papers, as well as any other tasks laid out in the Board's Policy and Procedure Manual.

- **Treasurer**

The Treasurer oversee the financial management of the organisation. They chair the Finance and Risk Committee and they liaise with the CEO and Finance Manager to keep track of the organisation's progress. They also provide governance around risk in the organisation – making sure that we're planning ahead, considering possible risks and ensuring that we're taking these into account in our decision-making.

The Treasurer also ensures that the financial records of the association are kept in accordance with the Act; and coordinates the preparation of the financial statements of the association and their certification by the Board prior to their submission to the annual general meeting of the association.

The election of office-bearers

The aim of the process for electing office-bearers - "the Executive" - is to ensure the most suitable Board members are in executive roles. This is achieved through clear policy and open communication amongst Board members. Further, the strategy aims to support succession planning, through providing appropriate shadowing opportunities for interested members.

Self-nomination

At the August Board meeting, the Board will hold discussions around which members would like to nominate for an executive position. In this discussion, Board members can self-nominate for a position. To assess suitability and dedication to the role, nominating board members must:

- Detail their interest in the position
- Discuss their relevant skills and attributes.

If there are any concerns by members of the board regarding the candidate moving into the nominated executive position, this can be openly discussed and resolved in this meeting.

Nomination by referral

If there are no self-nominations for a particular position, board members can nominate another member they believe has the necessary skills and attributes for a role. This can then be openly discussed, with the nominated board member having the opportunity to accept or decline the nomination. As with self-nomination, there should be open communication amongst board members with regards to suitability of nominated candidates.

Shadow nominations

If a member is seeking recruitment into the Executive but does not feel they have the necessary skills or experience, they can apply for a shadow role. This will allow the member to grow their skills with a view to nominating for that role in the future.

Short list

At the conclusion of the August Board meeting, a short list of candidates will be collated and circulated to the board.

Voting

At a "Special Meeting" directly following the AGM held in September, all positions are declared vacant, and the Secretary of the association holds elections. New executive members will be elected by the board as follows:

- Single candidate nominee - Board members move and second if they agree with the appointment.
- Multiple candidate nominees - Each board member will vote on their preferred candidate. The nominee with the most votes will be appointed to the position.



Leaving the Board

There are several ways to leave the Board, and item 56 of the Rules outlines these.

These include:

- A board member may decide to finish up with the Board prior to their term of office coming to an end. To do this, they can resign from the Board by giving written notice addressed to the Board.
- A person must be a member of the Association, so if they cease to be a member, they also automatically cease to be a Board member.
- And if a Board member fails to attend 3 consecutive board meetings (other than special or urgent board meetings) without leave of absence (see rule 67 discussed above), she'll also cease to be a Board member.
- A board member may decide not to re-nominate for

We're always looking to improve how we work when you leave the Board for any of these reasons, we'll ask you to attend an exit interview (ideally) within two weeks of leaving. We have some standard questions, and this is your opportunity to provide feedback on your experience.

**We are a proudly feminist organisation
supporting the creation of equal, just
and resilient regional communities
that are safe and healthy for all.**

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