



## **BOARD DIRECTOR Non-GP POSITION SPECIFICATION**

**RESPONSIBLE TO:** Chair of the Board

**REPORTING TO:** N/A

### **SUMMARY OF THE BROAD PURPOSE OF THE POSITION AND ITS RESPONSIBILITIES / DUTIES**

AHDGP Inc. is incorporated under the Associations Incorporations Act 1985 (SA) and has approximately 105 GP members (voting shareholders) and 1 associate member (non-voting). Turnover for 2009/10 is likely to be around \$3M. The effective conduct and management of the association and its affairs is the responsibility of the Board of Directors of which AHDGP has a maximum of 9 based upon a combination of shareholder appointed GPs and Board appointed community members (see the Constitution for more information). In addition, AHDGP maintains 2 sub-committees: Finance and Governance/Planning each of which has a Chair.

It is AHDGP's vision to be recognised *as a key partner in innovative health and wellness solutions in the Adelaide Hills Community.*

Its mission is to *support local general practitioners and their practices to enhance the health status of the Adelaide Hills Community.*

Using the Carver model, the Board's role is defined as "making contributions to AHDGP that lead it to towards the desired performance (see vision and mission above) via the following 3 non-delegable outputs:

1. That appropriate linkages exist between the membership (shareholders) and the organisation

*(Ensure you and the organisation understand the membership, their needs and expectations)*

2. That risk management including strategic direction, fiduciary responsibilities and values etc drive the work of the Board and are clearly documented.

*(Strategic plan should be relevant and realistic; policies should be comprehensive, unambiguous and concise)*

3. That appropriate executive performance takes place

AHDGP has its own legal rights and obligations and can even take its own actions against you and others if required, it is therefore very important for a Director to remember to treat the company as a completely separate entity. The following list outlines some key principles for a Board Director to keep in mind:

- Always act in good faith and in the best interests of the company (fiduciary duty).
- Only use the powers bestowed on you by the company for their proper purpose.
- Make sure there is no conflict of interest between you and the company by fully disclosing to the board of directors all of your interests relating to transactions or shares held.
- Attend as many board meetings as possible, express your opinion and make sure you are aware of what is happening with AHDGP at all times (if in doubt ask).
- Reflect the organisation's stated values.

(These principles are consistent with the Australian Institute of Company Directors Code of Conduct<sup>1</sup>.)

### **REPORTING / WORKING RELATIONSHIPS**

- GP and non-GP appointments to the Board are determined as per the constitution. The Chair of the Board is responsible for ensuring that all Directors contribute to the effective functioning of the Board within the philosophy of the AHDGP, its aims, policies and protocols

### **SPECIAL CONDITIONS**

- Some out of hours work will be required
- Possession of a current valid driver's licence is essential
- Use of own motor vehicle is expected.

### **REMUNERATION**

- Standard Board Director \$3500 per annum
  - Board Director plus 1 sub-committee \$4500 per annum
  - Board Director plus Chair of sub-committee \$5000 per annum
  - Chair of Board \$6000 per annum
- Stipends paid fortnightly. Salary packaging is available.

### **STATEMENT OF KEY RESPONSIBILITIES / DUTIES**

The following lists some generally accepted strategic Board topics:

- Board work plan and agenda
- Board training and development
- Board discipline
- Expertise in governance
- Understand the membership
- Set CEO's limits
- Establish results for organisation to achieve
- Determine monitoring data and get CEO to report against it

The following are generally considered operational, non-Board activities:

- Establishing services, budgets and curricula
- CEO's personnel and program decisions
- Providing judgement or assessment of staff activity where no previous Board expectations have been stated
- Determining staff development needs, terminations and promotions (except for CEO)

<sup>1</sup> AICD. *Code of Conduct*, AICD 2002

- Designing staff roles or directing staff members subordinate to the CEO
- Determining organisational structure or staff needs

### **General**

- Understands the role and mission of the Division and presents this to our clients effectively as an ambassador for the Division
- Operates within the delegated boundaries of the position
- Identify opportunities and participates in own professional development

### **OHS&W**

- The employee has a responsibility, under the OHS&W Act (SA 1986), to ensure their own health and safety, and that of their fellow employees, at work.
- The employee has a responsibility to abide by the Divisions, OHS&W policies and direction as set out in the Division's Quality Manual.

### **Essential Requirements:**

#### **Experience:**

- Strong existing network of contacts relevant to our industry sector
- Demonstrable business development / managerial history

#### **Knowledge:**

- Awareness of the current politic debate at State and Commonwealth level surrounding health
- Awareness of issues and requirements in maintaining a healthy, vibrant, growing organisation
- Practical understanding of corporate governance

#### **Capacity:**

- Dedicated time to allocate to role (1 monthly Board meeting and 1 sub-committee, total time around 4 hours per month)
- Excellent communication skills
- A commitment to contributing to the health of the hills community

### **Desirable skills, experience and knowledge**

#### **Education:**

- Formal, recognised governance training

#### **Experience:**

- Practical understanding of competitive tendering
- GP / Division friendly
- Practical understanding of the role population health and multidisciplinary care in modern health systems

#### **Knowledge:**

- Understanding finances in a Small / Medium Enterprise (SME)
- Working knowledge of the Divisions of General Practice network