



Role Description: Board Director, Heli-Rescue Tasmania Limited

1. About Heli-Rescue Tasmania Limited & the Westpac Rescue Helicopter Service Tasmania

Heli-Rescue Tasmania Limited (HRTL) is a public company limited by guarantee. It is incorporated under the *Corporations Act 2000* (Cth) and registered as a charity with Australian Not-for-Profits and Charities Commission (ACNC).

HRTL is the corporate trustee for the Helicopter Rescue Trust Fund (HRTF) which is a public ancillary fund (PuAF) authorised by the Australian Tax Office to collect charitable donations from the general public. These must be spent in accordance with the Fund's purpose.

Under its Trust Deed, the Fund's benevolent purpose is to provide additional equipment and support so that the Westpac Rescue Helicopter Service (Tasmania) becomes a world class aero-medical service.

The Board's formal duties, functions, roles and responsibilities are governed by the *Corporations Act*, Trust Deed, PuAF Guidelines and the company's Constitution (governing documents).

The Board has approved a Board Charter, adopting the Australian Institute of Company Directors' (AICD's) *Good Governance Principles and Guidelines for Not-for-Profit Organisations* as its base for its corporate governance framework which, in turn, ensures compliance with the ACNC's *Five Governance Standards* for charities and not-for-profits entities.

2. About the Heli-Rescue Tasmania Ltd Board

- **Role**

The Board is accountable to HRTL's members for the company and Trust's overall direction, management, operation, performance and corporate governance.

As the company aims to minimise its management and administrative expenses, the Board as a whole tends to take on greater operational responsibilities than would usually be expected.

- **Composition**

The Board comprises between three and nine directors, including the Board Chair. All directors must be members of the company while a majority of directors must be "Responsible Persons" as defined in the Trust Deed and PuAF Guidelines.

Each year immediately after the Annual General Meeting, the Board must appoint its officers. Officers comprise the Chair, Deputy Chair, (Company) Secretary and Treasurer.

The Board aims to comprise:

- a majority of independent, non-executive directors
- a majority of directors who meet the Responsible Persons requirements;
- an independent, non-executive Chair, and
- an appropriate range of skills, experience, expertise and diversity amongst directors to understand and competently deal with current and emerging business issues.

- **Directors duties**

Directors' duties are specified in HRTL's Constitution. Directors are to comply with their duties under legislation and common law (judge-made law), and with the duties described in governance standard 5 of the regulations made under the ACNC Act. These are:

- to exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a director;
- to act in good faith in the best interests of the company and to further the company's purpose and objects as set out in the Constitution;
- not to misuse their position as director;
- not to misuse information they gain in their role as a director;
- to disclose any perceived or actual material conflicts of interests in the manner set out in the Constitution;
- to ensure that the financial affairs of the company are managed responsibly; and
- not allow the company to operate while it is insolvent.

- **Board Committees**

The Board currently has three committees: the Finance and Risk, Governance, and Marketing & Sponsorship Committees. Each committee typically meets quarterly.

Directors can expect to be appointed to at least one committee.

- **Time and energy commitment**

Ideally, the new director(s) will commence immediately. To fill an unscheduled vacancy, the Board can appoint a replacement director until the 2021 Annual General Meeting. Director(s) must then be appointed by members at the Annual General Meeting for a term of three years each.

The Board meets monthly in Hobart while each committee usually meets quarterly. The Board usually conducts an annual strategic planning workshop to which all directors are encouraged to attend.

Other workshops, site visits, stakeholder meetings and public or fundraising events occur from time to time and directors are usually welcome to attend.

- **Directors Remuneration and Expenses**

Directors of HRTL are not remunerated. Policies are in place to reimburse expenses incurred in the proper fulfilment of their duties provided these are approved in advance by the Board or Board Chair.

3. Selection criteria

The Board is seeking independent director(s) with the following essential and desirable skills and expertise, and personal attributes.

- **Essential skills and expertise**

Applicants should be able to demonstrate sound capability in one or more of the following:

- Qualified legal practitioner, preferably with expertise in contract law;
- Extensive personal networks amongst corporate, industry and/or government sectors;
- AICD qualifications (or equivalent)

Applicants **must also qualify** as a “Responsible Person” under the PuAF Guidelines. These are defined at the end of this role description.

- **Desirable skills and expertise**

Successful applicants will also need to demonstrate expertise in one or a number of the following areas:

- relevant expertise and willingness to undertake the role of company secretary;
- strong commercial or business acumen at a Board or senior executive level;
- strategic stakeholder engagement;
- expertise in marketing/promotion
- strategic supervision of office administration and/or human resources management
- sound understanding of director’s duties and responsibilities.

- **Personal attributes**

The Board is seeking applicants with the following personal attributes:

- legal capacity to be a company director under the *Corporations Act 2001* (Cth);
- legal capacity to be a Responsible Person under the *Australian Charities & Not-for-Profits Commission Act 2012* and the ATO’s Public Ancillary Fund (PuAF) Guidelines
- a strong reputation for personal and professional integrity;
- independent judgement and decision making;
- capacity to devote energy and time to the role; and
- relevant, high-level industry, business and community networks.

4. Further information

Further information about HRTL and the Westpac Helicopter Rescue Service in Tasmania is available at <https://www.westpacrescuetas.com.au>.

5. Applications

Expressions of interest are invited from candidates who can demonstrably meet the essential skills and expertise and personal attributes, and a number of the desirable skills and expertise.

The Board particularly welcomes applications from women and diverse candidates to strengthen its collective Board capability.

Written expressions of interest addressing the selection criteria *and* including a resume must be received by email to admin@westpacrescuetas.com.au **before 9.00am on Tuesday 9 March 2021.**

Applications that do not address the selection criteria outlined in this Role Description will not be considered.

Qualifications to be a Responsible Person

Under the Trust Deed, a **Responsible Person** is an individual who:

1. performs a significant public function;
2. is a member of a professional body having a code of ethics or rules of conduct;
3. is officially charged with spiritual functions by a religious institution;
4. is a director of a company whose shares are listed on the Australian Securities Exchange;
5. has received formal recognition from government for services to the community;
6. is an individual before whom a statutory declaration may be made; or
7. is approved as a Responsible Person by the Commissioner [defined as the Commission of Taxation, a second Commissioner of Taxation or a Deputy Commissioner of Taxation for the purposes of ITAA97].