

COUNCIL ON THE AGEING (COTA) AUSTRALIA

INDEPENDENT BOARD DIRECTOR – POSITION DESCRIPTION

About COTA Australia

COTA Australia is the national consumer peak body for older Australians. COTA Australia's focus is on national policy issues from the perspective of older people as citizens and consumers and we seek to promote, improve and protect the circumstances and wellbeing of older people in Australia. Information about, and the views of, our constituents and members are gathered through a wide variety of consultative and engagement mechanisms and processes.

COTA Australia is a not-for-profit public company limited by guarantee. It is a charitable organisation registered with the ACNC (Australian Charities and Not-for-Profits Commission) and enjoys Income Tax Exempt, Deductible Gift Recipient (DGR) and FBT exempt status.

Membership of the company currently consists of eight Foundation Members (the State and Territory COTAs). Under recent changes to the Constitution COTA Australia will now also have National Organization Members and Individual Members.

COTA Purpose and Structure

The Constitutional objects of the Company include:

- (a) to promote, improve and protect the needs, rights and interests of all older Australians;
- (b) to give particular attention to the broad diversity of older Australians, including to issues and needs of Aboriginal and Torres Strait Islanders and geographically and culturally and linguistically diverse populations;
- (c) to be recognised by governments, by the general community and by the media as a body representing, advocating for and serving all older Australians;
- (d) to co-operate with other organisations with objects consistent with those of the Company, in particular with the Foundation Members and the COTA Federation; and

COTA Australia is governed by a Board of Directors which is directly accountable to the members, and also to all other stakeholders including funding bodies and the Australian community.

The Board has in place a Governance Manual which reflects the requirements of the Australian Charities and Not for Profits Commission (ACNC), as well as best practice in not for profit governance, and a Code of Ethics for COTA Australia.

COTA Australia Board

The Board is responsible for the overall governance of COTA Australia and its strategic direction. The Board is comprised of nine (9) Directors as follows:

- i. Independent Chair of the Board;
- ii. Four Foundation Member Directors who must be a Governing Person of a Foundation Member at the time both of nomination and appointment, and approved at an AGM or by Special Meeting;
- iii. Four Independent Directors determined and appointed by the Board and approved at an AGM or by Special Meeting.

Meetings of the Board

The Board meets at appropriate intervals at least four times each year, and additionally when and as often as required to enable it to fulfill its responsibilities. At least two of these are face-to-face

meetings, usually either in Canberra or Melbourne. The other meetings are video conferences. The AGM is held in conjunction with the November/December meeting.

Committees of the Board

The Board currently has two standing committees; the Compliance, Audit and Risk Committee (CARC) and the Governance, Human Resources and Remuneration Committee (GHRRC) each of which is chaired by a Director. Other committees are appointed from time to time. Directors are expected to serve on a Board committee.

Support and Assistance

The positions of all Directors, including the Chair, are honorary. Directors are fully reimbursed for all travel, accommodation and approved out-of-pocket expenses.

The Position

Potential directors will have:

- (a) a demonstrated commitment to the purpose, functions and values of the Company;
- (b) experience as a Board Director and preferably in a not-for-profit organisation;
- (c) knowledge of ageing issues or policy issues of relevance to ageing;
- (d) experience with the community and/or advocacy sectors including but not limited to CALD, Aboriginal and Torres Strait Islander, Rural or Regional Australia communities;
- (e) independence of thought and the ability to put the organisation first in decision making;
- (f) independent of any State and Territory COTA governance or management;
- (g) specific skills, experience or attributes of relevance to the governance of the Company.

Key Competencies and Skills

Board members will also possess an appropriate mix of skills and competencies including:

- Governance expertise
- Strategic and innovative thinking skills
- Business acumen
- Financial expertise
- Risk management expertise
- Political acumen
- Stakeholder engagement
- Fundraising experience
- Consumer representation
- High level communication and interpersonal skills.

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