

Position Description - Non-Executive Director

Purpose

The role of Non-Executive Director (director) is critical to drive the success of ARC Justice. The director contributes their experience, skills, and expertise to govern the company's performance, ensure it meets its compliance obligations and enable the company to remain viable and effective in the present and for the future.

Collective Duties & Responsibilities

The following responsibilities are the collective responsibility of the Board.

- Set the company's strategic direction and priorities.
- Regularly scan the external operating environment to ensure the organisation's strategic direction remains both appropriate and viable.
- Make decisions about planning, resources, goals and activities of the organisation.
- Monitor organisational performance and evaluate the achievement of strategic priorities.
- Monitor the financial performance and sustainability to ensure ongoing viability and alignment to annual budget outcomes.
- Establish the policy and delegations framework for governing the organisation from which all operational policies and actions are developed.
- Ensure the organisation has appropriate corporate governance structures in place including standards of ethical behaviour and promoting a culture of corporate and social responsibility.
- Ensure that the organisation has an appropriate risk management framework, understands and operates within the Board's established risk appetite, and protects its assets and resources appropriately.
- Monitor CEO and organisational compliance with the relevant federal, state and local laws, accounting standards, and with the organisation's own policies.
- Be clear and understand the roles, responsibilities and reporting relationships of the board and management.
- Recruit, oversee and support the CEO to manage the organisation, including the provision of advice and guidance while avoiding individual instruction relating to operational matters.

Individual Duties & Responsibilities

The following responsibilities are the individual responsibilities of each director.

- Attend online board meetings fully prepared at six meetings per year. Attend the annual in-person strategic planning workshop. Where attendance is not possible, provide an apology to the Chair of the Board in advance of the meeting. If absence is likely to extend for more than three consecutive meetings, obtain an approved leave of absence from the Chair of the Board.
- At board meetings recognise the authority of the Chair.

- Listen to and respect opinions of fellow directors.
- Analyse and problem solve at a strategic level and contribute to effective decision making.
- Debate issues in a constructive and co-operative manner.
- Provide advice, opinions and independent judgement and actions to inform board decisions.
- Take reasonable steps to be satisfied as to the soundness of all decisions of the board.
- Express concerns to the Chair, or if it concerns the Chair, the Deputy Chair, about decisions or actions contrary to the Board's duties and responsibilities.
- Not demand or accept in connection with official duties any fee, favour, reward, gratuity or remuneration of any kind, outside the scope of entitlements as a board member, unless authorised by the Chair.
- At the request of the Chair, attend meetings or participate in discussions with relevant external parties. This can include, but is not limited to, auditors, regulators, expert advisors, consultants and partners.
- Participate in at least one Board Committee as agreed with the Chair.
- Declare and monitor actual or perceived conflicts of interest.
- Attend or participate in at least one director-related education activity annually.
- Attend the Annual General Meeting.

Expectations

In addition to the above duties and responsibilities, the director is also expected to:

- Comply with all legal obligations as a director under the Corporations Act 2001.
- Act in good faith and in the best interests of the company.
- Comply with the ARC Justice Code of Conduct and all relevant policies and procedures.
- Have a strong understanding of the organisation's business and financial model, strategic risks and key performance drivers.
- Maintain confidentiality and not divulge information deemed confidential or sensitive. If directors are uncertain, they should seek direction from the Chair.
- Avoid discussing board business in places where there is a likelihood of being overheard.
- Abide by board decisions once reached, and once decisions are made, speak with one voice; and
- Demonstrate engaged commitment.

ARC Justice maintains a skills matrix which outlines the desired competencies and skills it seeks from the collective board to ensure it can meet its responsibilities. In addition to the above responsibilities and expectations, having familiarity with and / or a connection to the geographies and particular community groups in which the organisation operates, is considered an advantage for a Director.



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Board Director Candidate Information Pack

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Further information

- ARC Justice [website](#)
- ARC Constitution
- ARC Board Charter and Committee Terms of Reference
- [Strategy 2024 - 2029 - ARC Justice](#)
- [ARC Justice 2025 Impact Report](#)
- Responsibilities of Board Directors, at [Justice Connect's Not-for-profit Law](#)
- Non-Executive Director Position Description

About Us

Our History

We have a long history of community engagement, partnerships, advocacy and campaigning, beginning as a tenancy rights and advocacy service in Bendigo and going on to establish two community legal centres in Bendigo and Shepparton.

- 1998: Our story begins when the Housing Council became the Tenancy Advocacy & Support (TAS) Service, providing support to people at risk of homelessness in the Loddon region.
- 2000: the Advocacy and Rights Centre Limited (ARC Ltd) was formed, incorporating the TAS Service.
- 2004: the Loddon Campaspe Community Legal Centre (LCCLC) was established in Bendigo as a two-year pilot project, implemented by the ARC Ltd. In 2005 funding was received from the Victorian Government to establish a permanent legal service for the Loddon Campaspe region.
- 2009: Goulburn Valley Community Legal Centre (GVCLC) was established in Shepparton as a pilot project with a single solicitor delivering legal assistance services and legal education. This practice continued until 2012 when it became a permanent program of the ARC Ltd, alongside LCCLC and TAS.
- 2014: we rebranded and became ARC Justice, incorporating LCCLC, GVCLC and Housing Justice (formerly TAS).

Further information about our history can be found on our [website](#).

Who We Are

We are an independent, not-for-profit, human rights and social justice organisation. Our programs deliver accessible legal services, tenancy advocacy and support to those in our community in greatest need. We deliver community education and advocate for systemic change that enhances the rights of rural and regional Victorians. We recognise that housing and legal issues do not occur in isolation, and we work with partners to ensure a whole of person approach to our work.

Our Purpose

We exist so rights are known and acted upon, and communities are fairer.

Why we exist

We know that many people in our community who have legal and housing issues also experience forms of disadvantage and marginalisation that make it difficult to access the justice system and uphold their rights. This includes people with a disability, those experiencing poverty, unemployment or at risk of homelessness, LGBTIQ+ people, Aboriginal and Torres Strait Islanders, people affected by family violence, children and young people, the elderly, and recent arrivals to Australia. Unfair laws further entrench disadvantage and inequality in the community.

People in rural and regional Victoria also face forms of “postcode injustice” due to distance, geographical and economic isolation, and services that do not extend to or fail to take into

account the unique characteristics of rural and regional communities. Many of the most disadvantaged postcodes in Victoria fall within our catchment areas.

Our principles

Holistic self-determination: We focus on the whole person and the whole of a problem as a way of finding more healthy and sustainable solutions to legal issues, and work with them to see a just outcome.

Safe and rights-based: We recognise human rights and freedoms as legally enforceable and give priority to people in the most marginalised or vulnerable situations who face the biggest barriers to realising their rights.

Systemic: We aim to create wider positive effects on a group or system as a whole, arising from our work with individuals and communities.

Where we work

Our service covers a large part of central and northern Victoria. Our Bendigo-based Loddon Campaspe Community Legal Centre and Housing Justice operate primarily in the Loddon Campaspe region, comprising the local government areas of Greater Bendigo, Loddon, Campaspe, Central Goldfields, Macedon Ranges and Mount Alexander.

Our Shepparton-based Goulburn Valley Community Legal Centre operates across the local government areas of Greater Shepparton, Mitchell, Strathbogie, Moira, Benalla and Mansfield.

What we do

Housing Services

Housing Justice delivers housing support and advocacy services across the Loddon Campaspe region. Our Tenancy Plus program helps social housing renters to address barriers to their tenancy and to avoid homelessness.

Our private renter advocacy programs provide information, advice, and assistance to vulnerable and disadvantaged private renters. This includes information, advice, casework and appearances before the Victorian Civil and Administrative Tribunal.

Legal Services

Loddon Campaspe and Goulburn Valley Community Legal Centres are generalist CLCs that undertake a range of activities, including:

- legal assistance, in the form of information, advice, and casework
- community development and legal education

Just as we target those in our community in most need, we focus on those areas of the law that most affect people experiencing social and economic disadvantage: family violence, child protection, family law, housing, insurance, credit and debt issues, fines, administrative law, consumer matters and neighbourhood disputes.

Law and policy reform

As well as addressing our clients' acute legal needs, we tackle the systemic failings that give rise to these needs. Our systemic advocacy is informed by our lawyers' and advocates' expertise and casework and grounded in evidence and our clients' experiences.

We work closely with communities to elevate their voices. We connect across the social service system. We undertake our own research and partner with education and research institutions to develop service and policy solutions tailored to regional Victorian communities, and connect with policy makers and influencers for change required to make regional Victorian communities fairer.

Our Governance

Advocacy and Rights Centre Limited (Trading as ARC Justice) is a public company limited by guarantee. It has no shares issued and consequently no shareholders. It is a Public Benevolent Institution and has Deductible Gift Recipient status under Australian taxation laws.

The Board drives ARC Justice's strategic direction and ensures a strong system of governance and oversight to maximise the organisation's impact. Guided by Strategy 2024 - 2029, the Board works closely with the Chief Executive Officer to enable the organisation to obtain and effectively allocate resources to implement the organisation's strategic priorities. Through a structured risk management framework and sub-committees, the Board ensures ARC Justice complies with all legal and policy obligations, while ensuring the organisation's ongoing sustainability.

The Board is governed by a constitution (attached) and the Board then delegates authority to the Chief Executive Officer.

The following committees provide expert advice to the Board:

- Finance, Risk, Audit & Quality Committee to oversee the audit function, the financial condition of the company as well as its risk management and internal controls.
- People & Culture Committee, overseeing culture enhancement and values implementation, ensuring ARC is an employer of choice that develops its staff.
- Remuneration and Assessment Committee to oversee all aspects of Chief Executive Officer appointment, support and performance.
- Nomination Committee to oversee all Board appointments.

RSD Audit is engaged annually to perform a comprehensive financial audit and audit of internal systems and controls. More information about our financials can be found on the [ACNC ARC Justice page](#).

The organisation has a comprehensive risk management framework, and the Board regularly receives updates on the status of key business risks, including mitigation strategies.

Board Members

The Board's representatives are identical to the Members register. The [Board](#) currently has six non-executive Directors who bring a broad range of skills and expertise to the organisation.

- Erin Turner (Chair)
- Melissa Ralph (Deputy Chair)
- Clare Fountain
- Ed Butler
- Rebecca Hearn
- Ian Heycox

Our constitution allows us to have a maximum of nine directors. We are currently taking a strategic approach to succession planning and to increase the size of our board to ensure we have the skills and experience to delivery Strategy 2024 – 2029.

Our People

Our team of skilled staff are dedicated to helping people with complex legal and housing problems. We have 66 staff working across our offices in Bendigo and Shepparton, expertly led by Damian Stock, our CEO.

Around 70% of our staff are involved in frontline service delivery, including:

- Lawyers
- Housing Advocates
- Intake, Paralegal and Reception Officers
- Community Engagement workers
- Community Education, Impact and Communications professionals

We also have volunteer and student programs which enable dedicated individuals to provide an incredible amount of goodwill, expertise and experience to our community.

Responsibilities and Commitment

Responsibilities of a Director

The responsibilities of Board Directors are set out in the attached Board Director Position Description. Please read the Position Description together with this [document](#) from Justice Connect’s not-for-profit law program which includes essential information about the role of Directors and their legal obligations.

Code of Conduct

Our code of conduct provides clear guidance to the board and staff on expected standards of behaviour.

Board and Committee Meetings

Board Meetings are held on the second Tuesday of every second month. Meetings are held online, starting at 5:00 pm and conclude at 7:00pm. All papers are available to the Board approximately one week in advance and they are taken as read at the meeting.

Occasionally additional meetings are scheduled to focus on specific topics, such as strategic planning.

Depending on whether you were to take part in any Committees, as a guide the time commitment of Directors ranges between two to three hours per month.

Organisational & Community Events

We encourage our board members to participate in organisational events, such as ARC's Talking Justice, Law Week, government relations and networking activities, and board-endorsed community events where Board Directors may be able to advocate for our organisation and the work we do.

Board Fees

Our board positions are voluntary. We reimburse reasonable business expenses associated with attending meetings or other board-endorsed activities, and the organisation provides financial support to appropriate training courses such as those provided by the Australian Institute of Company Directors.