

Name  
Title  
Address

Dear Name,

### **APPOINTMENT AS NON-EXECUTIVE DIRECTOR**

Thank you for your interest in Mental Health Victoria Ltd (“MHV”) and for the opportunity to speak with you on XX XXXX 2018.

I am pleased to confirm that the Board has resolved that you be offered a position as a Non-Executive Director of the Company. The purpose of this letter is to confirm the basis of your appointment should you be willing to accept.

### **Term of Appointment**

Your appointment will be made pursuant to MHV’s Constitution of 21 February 2018 and is initially for the period from your acceptance of the Board’s offer to the conclusion of the Company’s third Annual General Meeting in 2020, at which time the Board may consider appointing you for another term or you may consider standing for an elected Board position. Prior to the end of your term of appointment, you may resign by notice in writing at any time and, under the *Corporations Act 2001* (Cth) and the Constitution, your appointment may cease in certain prescribed circumstances.

### **Role of Director**

As a director, you will be expected to participate as an active member of the Board through:

- attendance at Board meetings (these are scheduled 12 months in advance);
- membership of Committees as agreed;
- attendance at General Meetings;
- attendance at public events;
- advocating publicly on behalf of MHV Ltd;
- participation in strategic planning sessions; and
- attendance at director professional development activities.

You will need to commit a reasonable amount of time per month to fulfil your directorial duties, including adequately preparing for meetings, attendance and undertaking follow-up tasks, as well as being available for ad hoc discussions from time-to-time.

## Duties

As a member of the Board of a charity registered with the Australian Charities and Not-for-profits Commission (ACNC), you will have duties and responsibilities that come with your role.

The ACNC sets minimum governance standards that all charities must meet. The ACNC's Governance Standard Five requires that charities take reasonable steps to make sure that the members of their governing body know and understand their legal duties and carry out their duties. These duties generally require you to be careful and conscientious in your role and to act with common sense and integrity.

The duties are:

- **To act with reasonable care and diligence.** You must exercise your powers and duties with the care and diligence that a reasonable person would if they were in your place.
- **To act in good faith in the best interests of MHV and for a proper purpose.** When acting as a Board member you must make decisions that are in the best interest of MHV and to further its charitable purpose.
- **Not to improperly use information or position.** Any special knowledge that you gain as a Board member must only be used for the benefit of MHV and never to further personal or other interests. Similarly, you must not use your position to improperly gain an advantage for yourself or someone else, or cause detriment to the charity.
- **To disclose conflicts of interest.** If your duty to act in the best interests of MHV is in conflict with (or may conflict with) your personal interests, you must disclose this responsibly.
- **To ensure that financial affairs are managed responsibly.** You must ensure that there are systems and processes in place so the MHV resources are being effectively put towards the organisation's charitable purpose and are protected from misuse.
- **Not to allow MHV to operate while insolvent.** You must ensure that MHV can pay its debts as and when they fall due and that the Company does not continue to operate if it cannot pay its debts.

Knowing and carrying out your duties as a Board member will help MHV to achieve its charitable purpose and protect its resources against misuse. You can find more information about your duties as a director on the ACNC's website ([www.acnc.gov.au](http://www.acnc.gov.au)) or from the CEO/Company Secretary, Mr Angus Clelland.

### **Remuneration & Expenses**

At present, directors are unpaid. The Constitution allows for the payment of fees, subject to the approval of members at an AGM.

You will be reimbursed for all approved expenses incurred in your role as a director.

### **Directors' Insurance**

MHV maintains Directors & Officers Insurance for Board members and meets all premiums. A Certificate of Currency may be obtained from the Company Secretary on request.

### **Independent Advice**

With the approval of the Chair, you may seek independent professional advice at the Company's expense on any matter connected with the discharge of your responsibilities as a director. Copies of this advice must be made available to, and for the benefit of, all Board members, unless the Chair otherwise agrees.

### **Company Policies**

As a director, you will be expected to act at all times in accordance with the Constitution and comply with MHVI policies and procedures. Copies of policies and procedures will be provided to you by the Company Secretary during your induction.

### **Confidentiality**

In your role as a director you will be in possession of confidential information about MHV and its affairs. You may only use that information in the proper performance of your duties or as required by law; you must not use it to gain advantage for yourself or others, or to the detriment of MHV.

### **Induction**

On appointment, all Board members are required to complete a comprehensive induction program at MHV's offices in Elsternwick, Victoria. The Company Secretary will contact you shortly to confirm a suitable date and time for your induction.

We look forward to your acceptance of the abovementioned offer. Please sign a copy of this letter and return it to the address below at your earliest convenience.

Sincerely,

**Name**

Board Chair

XXXX 2018

**ACCEPTANCE OF OFFER**

I hereby accept the Board of Mental Health Victoria Ltd's offer of a position as a Non-Executive Director under the terms and conditions outlined in this Letter of Appointment.

I declare that:

- I am not an insolvent under administration; AND
- I am not prohibited from being a director by reason of an order made under the *Corporations Act 2001* (or any other Act); AND
- I have not been removed from any office under the *ACNC Act 2012*.

**Signature**

**Name**

**Date**