



# **Board Information and Prospectus**

March 2024

# Table of Contents

<b>Item</b>	<b>Page</b>
Introduction	3
Board Prospectus	4
Board Position Descriptions	7
Current Board	10
Due Diligence requirements	11

## Introduction

Welcome to the Board of Directors of ACHPER Victoria. We are a not-for-profit organisation that unites professionals working and studying in health and physical education.

Our collected professions understand education enables active and healthy lives and we connect to provide a full range of services, resources, activities, supporting not only education, but the broader community as a whole

As a Director your role is pivotal in providing strategic oversight of the organisation.

We provide this information to provide a broad induction to who we are, and in return ensure we have the information need from you to meet due diligence requirements.

### Our current context

ACHPER Victoria is ever evolving, and our strategic direction is to retain our foundational character and strengths whilst growing and broadening our reach and relevance.

In 2021, ACHPER Victoria recognised significant changes in its environment were impacting its traditional revenue streams. In particular, a combination of reduction / removal of traditional government grant funding as well as significant shifts in teacher engagement with professional learning has required the organisation to make strategic adjustments to ensure it could both survive and then thrive.

Strategic adjustments have occurred already, and this process of change continues, and will need to continue for several years. At the end of 2023 - 25 strategic planning period our goal is to look different to today. We will grow our services and resources to meet a rapidly changing environment surrounding us, as well as achieve contemporary association structures and practices. We will do this by knowing and retaining our traditional character and strengths whilst we strive to broaden and change our services.

# Board Prospectus

## About Us

The Australian Council for Health, Physical Education and Recreation, Victorian Branch (ACHPER Victoria) has a purpose to enable all people to lead active and healthy lives. We achieve this through providing a full range of services, resources, and activities to support our Victorian health and physical education community to achieve these outcomes.

We have approximately 850 financial members and connect with 9,000 teachers across 2,5000 schools in Victoria. Our work becomes ever more valuable as research increasingly indicates the importance of high quality HPE and physical activity as a factor supporting life long activity and healthy choices.

We provide resources and services to Victorian teachers – both pre- and in-service to improve their professional capacity to deliver quality HPE. We work with tertiary institutions to utilise their knowledge and enhance the quality and outcomes of their HPE education programs. We provide consulting services to the Department of Education to deliver their Active Schools program. We provide consulting services to a range of organisations from curriculum authorities, the Australian Sports Commission through to State Sporting Associations to enhance opportunities for quality health and physical education in schools.

The ongoing impact of this is more Victorian children with increased competence, confidence, and knowledge to live active and healthy lives.

## The Board of ACHPER Victoria

The Board of ACHPER Victoria is the group of people with the responsibility to govern the association. It is a legal requirement for all not-for-profit organisations to be governed by a Board, Board of Directors, or Committee of Management. The individuals serving on the Board are known as Directors.

The purpose of the Board is to provide ACHPER Victoria with strategic direction. The Board acts proactively to drive the work of the organisation to meet current and future demands of our members and the broader HPE community. The Board has fiduciary responsibility to the member and ultimate responsibility for the finances of the organisation and holds legal responsibility for its ventures and actions. The Board's key contact with the organisation is through the Chief Executive Officer. ACHPER Victoria supports strong collaboration between staff and Directors. The Board is responsible for appointing and managing the Chief Executive Officer.

ACHPER Victoria has operational staff who implement the strategic plan

## Who can be a Board member?

The Board has capacity for eight (9) individuals. Six of these positions, ordinary Board positions, are elected by the members of ACHPER Victoria and three (3) positions are available for the Board to co-opt individuals with specific skills.

The Board positions are held by individuals, not organisations. Anyone who is a full member of ACHPER, and feels they have something to contribute can nominate for an elected Board position.

It is important the Board remains representative of the members and has the skills and experience required to perform its governing and strategic duties.

The Board has identified the following skills and experiences as being important for our organisation at present:

- Senior leadership in schools, university, sport, health, and recreation organisations (govt or non-govt)
- Board experience in NFP / Association, SSA / NSO contexts
- Change management experience
- Unification of organisations from Federated structures
- Human resources knowledge and experience
- Financial management knowledge and experience
- Practicing HPE and classroom teachers
- Tertiary educators and researchers

## **What does a Director do?**

The ACHPER Victoria Board are a group of strategic thinkers. It is the Boards role to ensure the organisation remains relevant and sustainable.

To do this, the Board must consider the needs of the HPE profession now and into the future and ensure ACHPER Victoria has a strategic plan which will continue to position the organisation as the peak professional association for HPE in Victoria

Board members are key advocates for the HPE profession and for ACHPER Victoria. From time-to-time Board members may be asked to represent ACHPER Victoria at key stakeholder events such as our annual conference, Annual General Meeting, and other awards ceremonies.

## **What are the legal obligations?**

The Board is responsible for ensuring the organisation meets all legal and financial requirements and remains accountable to its members and other stakeholders, including funding bodies such as the state government. More particularly, the Board needs to make sure the organisation acts per its purpose. The Board must ensure the organisation does not trade whilst insolvent and has fiduciary responsibility to the members. It is important to be aware Directors can be held personally liable if the organisation trades insolvently.

When making decisions, Directors must exercise their powers and discharge their duties with care and diligence. Important, Directors must make known any potential conflict of interest.

All staff and volunteers (including Directors) are covered by liability insurance and ACHPER Victoria will assist in Board training to ensure you feel confident and supported in your role on the Board.

## **What are the time commitments?**

Directors have a term limit of 2 years. You can nominate for your position every 2 years, but you cannot exceed more than 8 years in total.

The Board meets approximately 5 times per year. In addition we hold an Annual General Meeting and a strategic review planning session (typically in-person). Board meetings are held during the week in the evening, and you can attend virtually.

Prior to each Board meeting, you will be issued with Board papers and an agenda. Generally these documents take approximately 2 hours to read. It is important (and expected) you read the Board papers prior to the meeting so you can be an informed participant in discussions and decision making.

It is expected Board members attend all Board meetings; however, we do understand you have a life and other priorities. We hope you take some holidays, and in the unfortunate event of you being ill, we always expect you to put your own health first.

## What's in it for you?

Becoming an ACHPER Victoria Director is a brilliant way to contribute to your professional association and make a difference to the professional growth of others and to advocate for the importance of Health and Physical Education as a valuable, unique and highly necessary learning area.

Not only will you gain satisfaction by being at the forefront of your profession and sector, but you will also gain valuable experience beyond your current professional role and have opportunities to meet influential people from within the Board, staff, and broader sector.

Being an ACHPER Victoria Director will broaden your perspective of the education, health, sport, and recreation sectors and benefit you in your current and future roles.

## Who are we looking for?

ACHPER Victoria thrives on big picture thinkers who are passionate about our purpose which is to enable people to lead active and healthy lives.

The Board should be representative of our members and our broader Healthy and Physical Education community therefore we are keen for individuals with a range of skills and experience from areas such as:

- Practicing teachers (primary, secondary, VCE, tertiary)
- School leaders
- Academics and researchers
- Sport, recreation, and health organisations
- Commercial/entrepreneurial
- Change Management
- Financial skills
- Marketing and communications
- Governance and organisational leadership
- Human Resources and Change Management
- Legal
- Policy development and Advocacy
- Government relations

## Board Position Descriptions

Ordinary Director	
General	<ul style="list-style-type: none"> <li>➤ On being elected to the Board, undertake induction and training procedures as provided by the Board</li> </ul>
Governance	<ul style="list-style-type: none"> <li>➤ Consider, debate, and vote on issues before the Board on the basis of the best interests of the organisation only</li> <li>➤ Comply with the Constitution (rules), policies, and charters of the organisation</li> </ul>
Finance	<ul style="list-style-type: none"> <li>➤ Regularly review (with recommendations from the Finance Portfolio) the financial status of the organisation and ensure the organisation is solvent and making sound financial decisions</li> <li>➤ Review and authorise the operating budget annually</li> </ul>
Planning	<ul style="list-style-type: none"> <li>➤ Review and approve the organisation's Strategic Plan, and other significant arrangements (Operational Plan, Budget)</li> </ul>
Meetings	<ul style="list-style-type: none"> <li>➤ Attend all meetings, or, if absolutely unavoidable, apologise in advance for absence</li> <li>➤ Where Board papers are circulated in advance of the Board meeting, read papers, and consider issues before the meeting</li> <li>➤ Contribute to the discussion and resolution of issues at meetings and otherwise as appropriate</li> </ul>
Administrative & Management	<ul style="list-style-type: none"> <li>➤ Approach employees of the organisation (paid or unpaid) with the understanding the CEO or other senior staff will determine the work priorities of staff</li> <li>➤ Serve on Board committees/portfolios as required</li> <li>➤ Review and approve the organisation's systems for financial control and risk management</li> <li>➤ Undertake administrative duties as required (not often)</li> <li>➤ Liaise with the CEO and other staff through the appropriate systems as determined by the President and CEO (in partnership with the Board)</li> </ul>
Promotion	<ul style="list-style-type: none"> <li>➤ Promote the organisation in the community as opportunities arise</li> </ul>
Fundraising	<ul style="list-style-type: none"> <li>➤ Participate enthusiastically in any fundraising approved by the Board</li> </ul>
Legal & Ethical	<ul style="list-style-type: none"> <li>➤ Avoid making any improper use of their position in the organisation so as to gain any material advantage for themselves, or for any other person, or to the detriment of the organisation</li> <li>➤ Avoid making any improper use of any information acquired by virtue of their position in the organisation so as to gain any material advantage for themselves, or for any other person, or to the detriment of the organisation</li> <li>➤ If they have any direct or indirect material personal interest in any contract with the organisation, inform the Board immediately</li> <li>➤ If they have any direct or indirect material personal interest in any contract with the organisation, not vote in the Board on that issue</li> <li>➤ If they have any non-material personal conflict of interest in any matter before the Board, or believe that the perception of such a conflict might arise, inform the Board immediately and follow the Board's rulings as to proper procedure</li> <li>➤ At all times conduct Board business politely and with consideration for others, without ill feeling, improper bias, or personal animus</li> </ul>

## President

This position is appointed from amongst the Board post AGM

Governance	<ul style="list-style-type: none"> <li>➤ Provide leadership to the organisation</li> <li>➤ Ensure (in partnership with the Board) the organisation's objectives, goals and mission are being met.</li> <li>➤ Work with the CEO to ensure (in partnership with the Board) the organisation develops in the appropriate direction.</li> <li>➤ Work with the CEO to ensure (in partnership with the Board) the organisation operates in an ethically, environmentally, and socially responsible fashion</li> </ul>
Planning	<ul style="list-style-type: none"> <li>➤ Oversee (in partnership with the Board) the regular review and development of the Strategic Plan</li> </ul>
Meetings	<ul style="list-style-type: none"> <li>➤ Ensure appropriate meeting procedures are in place as according to the constitution.</li> <li>➤ With the Secretary and/or the CEO, prepare the agenda in advance of the meeting.</li> <li>➤ Chair Board meetings according to the appropriate procedures as determined by the constitution.</li> <li>➤ Rule on issues of meetings procedure not covered in the constitution.</li> <li>➤ Report to the Annual General Meeting on the situation of the organisation</li> <li>➤ Chair General Meetings according to the constitution</li> </ul>
Administrative & Management	<ul style="list-style-type: none"> <li>➤ Chair the Executive Committee (consisting of the President, Vice-President, and CEO) between Board meetings as necessary.</li> <li>➤ Serve on Board committees/portfolios as required.</li> <li>➤ Liaise with Board committee/portfolio chairs and report to the Board where appropriate.</li> <li>➤ Ensure appropriate personnel policies and procedures are in place for CEO.</li> <li>➤ Oversee the annual performance review of the CEO.</li> <li>➤ Oversee the succession of the CEO.</li> <li>➤ Oversee the management of the business of the Board.</li> <li>➤ Oversee the management of the recruitment, induction, and training of Board members.</li> <li>➤ Oversee the management of the assessment, review, and renewal of the Board.</li> <li>➤ Oversee the management of the organisation's grievance procedures.</li> <li>➤ Ensure harmony of Board deliberations</li> <li>➤ Manage (in partnership with the Board) the succession of the position of President/Chair</li> <li>➤ Serve as liaison with the CEO and, through them, to the staff.</li> <li>➤ In consultation with the CEO, report to the Board on staff management issues</li> <li>➤ In consultation with the CEO, draw up CEO succession policy</li> </ul>
Media	<ul style="list-style-type: none"> <li>➤ Under the organisation's Media Policy, serve as spokesperson for the organisation as appropriate</li> </ul>
Promotion	<ul style="list-style-type: none"> <li>➤ Promote the organisation in the community as opportunities arise</li> </ul>
Negotiation	<ul style="list-style-type: none"> <li>➤ Work with the CEO in negotiation with other organisations; report to the Board</li> </ul>
Legal	<ul style="list-style-type: none"> <li>➤ Oversee the CEO to ensure.</li> <li>➤ all legal requirements and compliances of the organisation are met.</li> <li>➤ the performance of all legal requirements is reported to the Board.</li> <li>➤ the performance of all legal requirements is fully documented.</li> </ul>

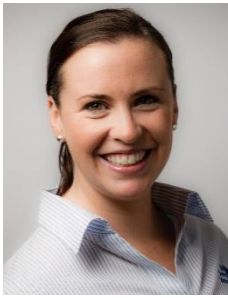









Finance	➤ With the Finance portfolio, oversee the CEO to ensure that the organisation's financial control procedures are adequate and risk management strategies are in place
Other duties	➤ As for Ordinary Board members (below)

<b>Vice President</b>	
This position is appointed from amongst the Board post AGM	
Governance	➤ Provide leadership support to the president
Meetings	➤ Chair meetings in the absence of the President
Administrative & Management	➤ Act as a member of the Executive Committee (consisting of the President, Vice-President, and CEO) and attend meetings as necessary.
Other duties	➤ As for Ordinary Director

<b>General Information</b>	
<b>Governance</b>	
<ul style="list-style-type: none"> <li>➤ Ordinary Directors must be a current financial member of ACHPER Victoria at time of nomination and for the duration of their service.</li> <li>➤ All board positions are voluntary. If requested, Travel expense reimbursement can be provided in alignment with ACHPER Victoria's Travel Policy.</li> <li>➤ Ordinary Directors serve a term of 2 years and can re-nominate for a maximum of 8 years continuous service.</li> <li>➤ New Directors receive an induction kit which includes information on policies and practices of the Board and the Branch</li> <li>➤ If the number of nominees exceeds the number to be elected, a ballot must be held where members cast a vote.</li> <li>➤ If the number of nominees is less than or equal to the number to be elected the nominees will be declared elected subject to confirmation at the AGM</li> </ul>	

## Current Board

			
<b>Kate Simpson</b>	<b>Chloe Dew</b>	<b>Peter Wright</b>	<b>Tony Goodwin</b>
Member Elected	Member Elected	Member Elected	Member Elected
<b>President</b>	<b>Vice President</b>	Ordinary	Ordinary
General Manager, Governance, Club Support & Education Life Saving Victoria	PE Teacher, Black Hill Primary School  SSV Regional Coordinator	Secondary School Principal (retired)	P – 12 School Principal (retired)

			
<b>Professor Anthony Watt</b>	<b>Dean Taylor</b>	<b>Gen Dohrmann</b>	<b>Pam Macdonald</b>
Member Elected	Co-opted	Co-opted	Co-opted
Ordinary	Ordinary	Ordinary	Ordinary
Director of Learning and Teaching, Victoria University	Acting Secondary Interschool Sport Coordinator. PE/Health/Science Teacher Aitken College	CEO of Table Tennis Victoria, Global Institute of Sport Asia Pacific Region Advisory Board	Director - Broadspring Consulting-