

Councillor Nomination Information Package

©2010 The Speech Pathology Association of Australia Limited

Disclaimer: To the best of The Speech Pathology Association of Australia Limited's ("the Association") knowledge, this information is valid at the time of publication. The Association makes no warranty or representation in relation to the content or accuracy of the material in this publication. The Association expressly disclaims any and all liability (including liability for negligence) in respect of use of the information provided. The Association recommends you seek independent professional advice prior to making any decision involving matters outlined in this publication.



Council Nomination Information Package, November 2011.

Introduction:

Thank you for considering this exciting opportunity to nominate for a position as a member of the National Council of Speech Pathology Australia (SPA).

The Council is a Board of Directors regulated by ASIC with significant strategic, financial and legal responsibilities. Councillors are responsible to develop and deliver the strategic vision of the Association in the best interests of our members and consumers and in accordance with national legislation.

Essential leadership and management skills are required to responsibly operate as a member of Council and these will need to be demonstrated in your nomination. Speech Pathology Australia recognises that some nominees may have had limited opportunity to exhibit these abilities within their workplace. Consequently, SPA encourages nominees to think broadly and incorporate examples from their personal, voluntary, community or other roles which illustrate these skills. Councillors will also receive ongoing support and mentoring throughout their Council term to further develop these competencies.

Nomination Process:

The nomination process requires you to submit the following documents:

1. A completed councillor nomination form seconded by another voting member
2. A **brief** statement describing your achievement against **each** of the key selection criteria.
3. A **short** 'intention statement' outlining your interest areas, areas of expertise, anticipated contribution to Council and the Association and your vision for SPA.
4. A declaration of any potential conflicts of interest with matters pertaining to Association business

All nominations will be evaluated by branch and National Council for evidence of achievement of key competencies before acceptance of the nomination.

Where a nominee does not satisfactorily demonstrate the key competencies further supporting information may be sought.

Where more than one nominee meets the key selection criteria a member election will be held in that state/territory in accordance with Speech Pathology Australia's constitution.

Key Selection Criteria

Mandatory criteria:

- Current voting member of Speech Pathology Australia.
- Demonstrated understanding of and commitment to Speech Pathology Australia's Code of Ethics. A member in good standing.
- Minimum 3 years of experience in speech pathology practice.
- Strong organisational and time-management skills.
- Highly developed verbal and written communication skills.
- Demonstrated capacity to understand and analyse complex issues.
- Capacity to work effectively both autonomously and as a member of a team.
- Demonstrated capacity for investigative, reflective and analytical thinking and problem solving.
- Evidence of being able to apply basic business strategy/thinking and sound and responsible financial management.

Desirable Criteria:

- Previous voluntary involvement at a branch and/or national level, including Speech Pathology Australia working parties, project teams and committees.
- The ability to effectively consult and work with people at a variety of levels.
- Well established networks within and external to speech pathology.
- Ability to effectively lead small teams to achieve stated goals.
- Understanding of the current context in which Speech Pathology Australia operates.

Benefits of being on Council

As a Councillor, this key leadership role offers extensive opportunity to develop new or extend existing skills and attributes, both professionally and personally. While the role contributes significantly to the strategic direction of the Association, Councillors also comment that they have benefited significantly through their time on Council.

Some of the skill development and benefits include:

- Governance training to develop a sound understanding of Board Director responsibilities
- Skill development in areas of leadership; strategic awareness and planning; and financial budgeting and monitoring
- Wide knowledge of the issues and challenges facing the profession
- Extensive professional networks and contact with key members of the profession and other colleagues
- Access to formal Councillor mentoring and involvement in Councillor peer appraisal process
- Comprehensive induction to the role with orientation given to Council and portfolio responsibilities
- Ongoing professional development and support.

Expectations and Responsibilities of Councillors

Meeting Attendance, Preparation and Follow up

Councillors are required to attend all Council meetings. There are usually four weekend meetings held per year. One Council Meeting may coincide with the Annual General Meeting (AGM) of the Association which generally occurs at the time of the Annual Conference. Occasionally, additional meetings may be arranged, usually by teleconference.

Councillors are required to prepare report/s for each Council meeting and are expected to critically read all reports within the Council Agenda prior to the meeting.

Actions following the meeting are to be followed up by the due dates.

Conflict of Interest

Councillors are required to disclose a personal interest in relation to the business of the Association which may have occurred since the last meeting.

It is generally accepted that 'personal interest' relates to those situations where the member may personally gain from Association decisions or business. This is particularly important for direct or indirect financial gain.

If a matter arises during a meeting where the Councillor identifies a potential conflict of interest, the Councillor should declare this and may be required to abstain from voting or depart the meeting for that item.

Portfolio Coordination

Councillors take on responsibility for the coordination of a portfolio. The portfolio is allocated at the time of commencement on Council but may change during the term of Council if a vacancy arises or if Council deems this preferable.

Portfolio responsibility involves reporting at Council on relevant portfolio activities and projects but also extends to coordination of portfolio leaders or network representatives at a Branch level. Liaison with relevant portfolio project officers may be required in conjunction with NO staff.

Branch Liaison

While the role of Council is one of national governance and responsibility, there remains a liaison role with the Branch from which the Councillor is elected. It is expected that the Councillor attend Branch Executive meetings, Branch AGM and any other special business meetings. The Councillor should act as a two-way conduit of information between the Branch and Council.

Financial Responsibilities

Councillors share full responsibility for the monitoring of the Association's financial status. While the VPO, supported by the CEO, has a particular role in the financial management of the Association, all Councillors carry the fiduciary responsibility as a Company Director.

Code of Conduct

Each member of the Council is expected to comply with the Code of Conduct that has been established by the Speech Pathology Australia Council. Conduct expected involves acting in good faith and in the best interests of the Association, to always act with due care and diligence, and to display leadership and stewardship of the Association and its members.

The detailed Code of Conduct is outlined within Policy 5.13.

Reference:

Policy 5.1

Policy 5.2

Policy 5.13

Attributes of Conscious Leaders – Good Governance

Re-produced with kind permission of S Bowman, Conscious Governance

In consideration of suitability for a position as a Board Director (Councillor), the following attributes have been identified as the sign-posts to demonstrate consciousness as an individual who would add value to the leadership and governance process.

Attribute 1: The ability to ask probing questions

Look for evidence and examples that the potential leader understands and has used the three principle types of questions in previous organisations:

Strategic (Why are we doing this, how expansive will this be for our organisation, and how does it fit within our vision and strategic plan);

Ethical (are there any issues of rights, obligations, fairness or integrity in what we plan or do); and,

Compliance (what does our constitution and relevant law require from us).

Attribute 2: The conscious seeking of truth

Look for evidence and examples that the potential leader is not easily influenced by others, is not dependant on a collegial atmosphere at the expense of good governance, and has sought independent verification of information provided to them.

Attribute 3: A willingness to accept intuition

Look for evidence and examples that the potential leader has used his/her intuition and knowledge to assist in making a decision, rather than acting only on other people's information and assessments.

Attribute 4: An understanding of Risks and Consequences

Look for evidence and examples that risk analysis is an integrated component of the decision making process of the potential leader, and that risk is seen as a strategic advantage and potential, rather than strictly a compliance issue.

Attribute 5: An Automatic Consideration of Multiple Scenarios

Look for evidence and examples that there is a willingness to assess facts, without taking a fixed point of view or filtering out the information that is uncomfortable, and the fortitude to identify and correct mistakes.

Attribute 7: An Ownership of Performance Targets

Look for evidence and examples that there has been ownership of performance targets for the individual, the leadership group and organisation, and evidence of actions taken to ensure those targets were reached.

Attribute 8: Custodian of the Vision

Look for evidence and examples of the potential leader acting as custodian of the vision of the organisation, and utilising the key intents of the Vision as a filter for decision making and resource allocation.

Ratified	Feb 1992
Last reviewed	Aug 2008
Review due	Aug 2010
Contact person	VPO

Council of the Association

Policy

The business of Speech Pathology Australia shall be managed by a Board of Directors, known as the Council.

Guidelines

- Election of Council members of the Association is determined under Rules 55–59 of the Constitution. Election of Office Bearers of the Association is determined under Rules 60-62 of the Constitution. Powers and duties of Council are determined under Rules 65-69 of the Constitution. Proceedings of the Council are determined under Rules 93-101 of the Constitution.
- The Council is the Board of Directors of Speech Pathology Australia and has to uphold all the responsibilities inherent in the Constitution of the Association.
- Council is responsible for the determination of broad corporate strategies, the establishment of policies and meeting the formal and legal obligations of the Association.
- Council Comprises:
 - President
 - Vice President Communications
 - Vice President Operations
 - Six Councillors (each with a portfolio responsibility)
 - Chief Executive Officer (ex officio)
- Each Council Member of the Association shall have a written position description.

Appendix 1: Position Description President

Appendix 2: Position Description Vice President Communications

Appendix 3: Position Description Vice President Operations

Appendix 4: Position Description Council Member/Portfolio Coordinator

Appendix 5: Position Description Past President

Appendix 6: Position Description Chief Executive Officer

Further references:

- *Councillor's Handbook*
- *Duties & Responsibilities of Company Directors & Officers*

Position Description President

Representation of the Association at a national and international level.

- Is a contributing member of the Council and is listed with the Australian Securities and Investments Commission as a Director of the Company.
- Attends all meetings of Council.
- Leads the Association and is the key spokesperson for the Association to the public, government, and to the profession.
- The President shall be fully briefed on all relevant issues concerning the Association.
- Convenes and chairs Council meetings and the Council Management Group.
- As Chairperson of the Board of Directors, ensures that the Association operates within the scope of the Constitution, established policies and procedures and within the agreed budget.
- Leads the Council in identification and establishment of priorities and plans and the final approval of policies.
- Allocates portfolios to Councillors.
- Develops and/or maintains relationships with office bearers of international speech pathology associations.
- Develops and/or maintains relationships with office bearers of allied health professional associations in Australia.
- Supervises and/or participates in the Association's negotiations in relation to international recognition.
- Chairs a group consisting of the Branch Presidents and communicates and liaises regularly with this group about priorities and issues.
- Chairs a group consisting of the Heads of Schools that have approved courses for professional preparation for speech pathologists and communicates and liaises with this group regularly.
- Authorises submissions, media releases, key correspondence and statements.
- Is responsible for authorising necessary action in consultation with the CMG and relevant Portfolio Coordinator.
- In Council holds a casting vote on an issue if consensus cannot be reached. (See Rule 100 in the Constitution.)
- Oversees all executive functions of the Association and supervises the work of the CEO.
- Chairs the AGM and any general meetings of members.
- The President may delegate his/her responsibilities as appropriate.

Position Description Vice President Communications

Provide effective communication to and between members of the Council of the Association and the membership.

Liaise between membership and the Ethics Board and the Council.

- Is a contributing member of the Council and is listed with the Australian Securities and Investments Commission as a Director of the Company.
- Attends all meetings of Council.
- Is a member of the CMG.
- Deputises for the President as mutually agreed.
- Chairs Council meetings in the absence of the President.
- Assists with the Council agenda and facilitates the efficient functioning of Council meetings.
- Assists the President and the CEO in the direction of issues to the relevant portfolio.
- Ensures effective communication within the Association.
- Prepares information for the membership regarding Council activities and facilitates communication between Portfolio Coordinators and the membership.
- Is responsible for the coordination of procedures which address alleged breaches of the Code of Ethics.
- Supports and nurtures volunteer resources through promoting the Association and its activities to membership.
- Develops the Association's website and IT capacity to facilitate information dissemination both internally and externally.
- Oversees Association awards, including Fellowship, to recognise outstanding contributions of members through an Award process.
- Facilitates the distribution and discussion of Association business at Branch level as an ex officio member of the Branch Executive in his/her own state or territory.
- Acts as adviser to Branch on Council structure and function and assists the Branch Executive in finalising proposals, budgets and responses to Council.
- Maintains an awareness of local, Branch and national issues which may impact on the profession and how these may link with each portfolio.

Position Description Vice President Operations

Supervise the business operations of the Association.

- Is a contributing member of the Council and is listed with the Australian Securities and Investments Commission as a Director of the Company.
- Attends all meetings of Council.
- Is a member of the CMG.
- Deputises for the President as mutually agreed.
- Oversees the financial management of the Company including investment policies and procedures and preparation of the annual audit and the lodging of the Annual return.
- Has an advisory relationship with Branch Treasurers particularly at the time of Budget preparation.
- Advises President and Council on financial matters.
- Monitors financial activities in relation to the Budget.
- Investigates/Pursues sponsorship opportunities with CEO.
- Develops and monitors procedures in relation to the Budget process.
- Ensures the Policy and Procedure Manual and Councillor Handbook are updated as required.
- Is responsible for developing/maintaining a range of Association corporate gifts.
- Facilitates the distribution and discussion of Association business at Branch level as an ex officio member of the Branch Executive in his/her own state or territory.
- Acts as adviser to Branch on Council structure and function and assists the Branch Executive in finalising proposals, budgets and responses to Council.
- Maintains an awareness of local, Branch and national issues which may impact on the profession and how these may link with each portfolio.

Position Description Councillor

Speech Pathology Australia has six National Councillors each of whom:

- Is a contributing member of the Council and is listed with the Australian Securities and Investments Commission as a Director of the Company.
- Attends all meetings of Council.
- Is the Portfolio Coordinator for a major policy and action area of the Association and as such identifies priorities, advises, responds and initiates action in relation to this area of special responsibility.
- As Portfolio Coordinator, is responsible for communication and allocation of tasks within the portfolio providing leadership and support to Branch Portfolio Leaders.
- Is responsible for coordination of plans and priorities within the Portfolio including assistance with the drafting and setting of the national operating budget and monitoring progress of the portfolio in relation to the Budget.
- Will consult with and advise the CMG.
- Assists with the establishment of national task forces within agreed portfolio priorities.
- Facilitates the distribution and discussion of Association business at Branch level as an ex officio member of the Branch Executive in his/her own state or territory.
- Acts as adviser to Branch on Council structure and function and assists the Branch Executive in finalising proposals, budgets and responses to Council.
- Maintains an awareness of local, Branch and national issues which may impact on the profession and how these may link with each portfolio.

Position Description Immediate Past President

- The National President shall liaise regularly with the Immediate Past President, whose role is to support the incoming President. Regular teleconferences are recommended to ensure transfer of knowledge and information as relevant to the role of National President. This should occur over the first year of Office.
- The immediate Past President shall attend initial key meetings with the incoming National President, including the Branch Presidents induction weekend and the Heads of Speech Pathology programs meetings. Budgets for these meetings will include expenses for the immediate Past President.
- The immediate Past President may be invited to attend the National Speech Pathology Australia Conference, if required. Costs of registration and travel will be covered.
- The immediate Past President may have continued carriage of some projects or tasks, as agreed to by the incumbent and the incoming President, and as approved by Council. Budgets for these projects will include expenses for the immediate Past President.
- Further liaison may be undertaken with the immediate Past President after the initial year has passed, as required.
- The immediate Past President may act as an adviser to Council.
- The immediate Past President may undertake duties as delegated by Council.

Position Description Chief Executive Officer

Responsible to: Council via National President

Responsible for: The day to day coordination of the affairs of the Association, financial management, strategic policy advice to the Council and delivery of services to members.

The CEO:

- Is a non-voting member of Council and the CMG and is listed with the Australian Securities Commission as Secretary for the company.
- Attends all meetings of Council.
- Maintains a positive and ethical work climate that is conducive to attracting, retaining and motivating top-quality employees.
- Develops and recommends to the Council a long-term strategy and vision for the Association in conjunction with the CMG/Council.
- Facilitates and monitors the achievement of the Association's financial and operating goals and objectives.
- In liaison with the President/CMG, oversees the development of an annual business plan and budget that supports the Association's long term goals.
- Liaises with the accountant and auditor in the preparation of the annual accounts, and oversees the preparation of timely and accurate monthly financial reports to Council.
- Assists with policy analysis and research, coordination and preparation of draft reports and submissions.
- Represents the Association to external agencies including government under the direction of the Council.
- Advises the Council and Branches regarding areas requiring action/planning.
- Ensures continuous improvement in the quality and value of the products and services provided to members.
- Ensures that the day-to-day business affairs of the Association are appropriately managed.
- Develops and monitors the Association's staffing policies and procedures, and ensures the effective management of National Office.

- Ensures that State and Federal laws, including those related to Health and Safety and Anti-Discrimination, are adhered to in the workplace.
- Manages staff, including recruitment and dismissal.
- Assists in the development and management of portfolio activities as required (e.g. publications, submissions, conference etc.).
- Directs the secretariat services operated from National Office.
- Carries out other duties as required by Council.

Key Responsibilities

- Ensures no unforeseen liabilities are incurred by the Association.
- Plans and manages the finances of the Association to maximise outcomes.
- Ensures audit requirements are met.
- Manages staff and work flow at National Office with maximum efficiency.
- Provides information to Council in an accurate, pertinent and timely manner.
- Drafts and circulates policies and plans on schedule.
- Manages and expands member services.
- Deals with concerns and complaints of members promptly and appropriately.
- Represents the Association in an informed and highly professional manner.

Ratified	Unknown
Last reviewed	Aug 2011
Review due	Aug 2013
Contact person	VPO

Election of Council members

Policy

The Council shall consist of nine members, usually one from each state or territory together with a President. Councillors are elected in accordance with the Constitution.

Guidelines

- Councillors are elected under Rules 57-59 of the Constitution.
- Members of the Association resident in a particular state or territory on 1 March in any year shall be entitled to vote in the election of one Council member for that state or territory.
- The Secretary or the Secretary's delegated representative shall conduct all elections of Council in accordance with Rule 59 of the Constitution.
- Call for Nominations for Councillor by members of the state or territory shall be placed in the November Speak Out.
- If only one nomination is received that member shall be considered elected to the position of Councillor.
- If more than one nomination is received all members in the Branch shall receive a ballot paper.
- The outcome of the election will be communicated to the Branch President directly, declared at the AGM and notified to Branch members through Speak Out.

Appendix 1: Call for nominations to Council (example)

Appendix 2: Nomination form

Call for nominations to Council

Many members are actively involved in portfolio and task group work and find it a personally rewarding and stimulating experience. Involvement with Speech Pathology Australia provides opportunities for having a say in the future direction of the profession as well as contact with colleagues around Australia.

Now is the time to start planning for the Council which will take up office following the next Annual General Meeting at the National Conference. Members who have found portfolio involvement rewarding are encouraged to explore their interest in the Association further.

The Council is the Board of Directors for the Association as an Australian Company and is responsible for its legal and financial affairs and also oversees the development and implementation of policy. There are eight Councillors, one from each state or territory, and an elected President. The Council meets four times a year (once at the Conference) and it is expected, apart from emergencies, that Councillors will attend all meetings.

All new Councillors are provided with a comprehensive orientation program and administrative support is provided by National Office.

Nominations are now called from interested members for the following positions each for a period of two years:

Councillor - State
Councillor - State

Councillor - State
Councillor - State

There is no limit to the number of nominations for each position. The person nominated must be a resident in that state or territory. If more than one nomination is received, an election will be conducted. The person with the highest number of votes from their state will become a Councillor-Elect. Retiring Councillors are eligible to renominate.

Nominations must be made on the official Nomination Form (obtainable from National Office) and must be signed by both the nominee and nominator. Each nomination must be accompanied by a statement of not more than 100 words about the nominee including a summary of the skills they would bring to Council and what they hope to gain from the experience. Student Members, Overseas Members and Associate Members are not eligible to nominate or vote in the elections.

Nominations must arrive at Speech Pathology Australia National Office, 2nd Floor, 11-19 Bank Place, Melbourne VIC 3000 by no later than 5 pm, DATE YEAR. Nominations after this date cannot be accepted. The election if required will be held in March.



Nomination form for election to Council in YEAR

I _____ (resident in the State/Territory of _____) am entitled to vote as a Member of the Speech Pathology Association of Australia Limited.

I hereby nominate _____ (resident in the State/Territory of _____) who is, to the best of my knowledge, entitled to vote as a Member of the Speech Pathology Association of Australia Limited, for the election of _____ Branch Councillor for YEAR.

Name of nominator: _____

Signature of nominator: _____

Date: _____

I _____ accept this nomination for _____ in the election to determine the Branch Councillor for the _____ Branch of the Speech Pathology Association of Australia Limited.

Signature of the nominee: _____

Date: _____

Forms must be received by National Office no later than 5 pm DATE YEAR

Ratified	May 2010
Last reviewed	
Review due	May 2012
Contact person	CEO

Code of Conduct of Councillors (Board of Directors)

Policy

Each member of the Council (Board of Directors) of Speech Pathology Australia (the Company) is expected to comply with the Code of Conduct determined by the Speech Pathology Australia Council from time to time.

Code of Conduct

1. The Councillor should act honestly, in good faith and in the best interests of the company as a whole.
2. The Councillor has a duty to use due care, diligence and skill in fulfilling the function of office and exercising the powers attached to that office.
3. The Councillor should use the powers of office for a proper purpose, in the best interests of the company as a whole.
4. The Councillor should recognise that the primary responsibility is to the company as a whole but should, where appropriate, have regard for the interests of all stakeholders (Members) of the company.
5. The Councillor should not make improper use of information acquired as a Councillor.
6. The Councillor should not take improper advantage of the position of Councillor.
7. The Councillor should manage any conflict with the interests of the company.
8. The Councillor has an obligation to be independent in judgement and actions and to take all reasonable steps to be satisfied as to the soundness of all decisions taken by the Council (Board of Directors).
9. Confidential information received by the Councillor in the course of the exercise of directional duties remains the property of the company from which it was obtained and it is improper to disclose it, or allow it to be disclosed, unless that disclosure has been authorised by that company, or the person from whom the information is provided, or is required by law. (The Councillor will agree to sign and abide by the company's Confidentiality Agreement – see *Appendix 1*).
10. The Councillor should not engage in conduct likely to bring discredit upon the company.
11. The Councillor should demonstrate leadership and stewardship to the company and its stakeholders (Members).
12. The Councillor has an obligation, at all times, to comply with the spirit, as well as the letter, of the law, including all relevant legislation, and with the principles of this Code.

(Adapted from Code of Conduct, Australian Institute of Company Directors, September 2005)