



**RURAL BUSINESS
SUPPORT**

BOARD MEMBER

Application Pack

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**RURAL BUSINESS
SUPPORT**

Free, independent and confidential support for eligible farmers and small business owners in rural and regional South Australia and Northern Territory.

RBS Board Vacancies

Do you have significant experience in Primary Production, Agribusiness and a GAICD qualification?

Rural Business Support (RBS) is seeking to appoint two Non-Executive Directors to its skills-based Board, one of whom has the necessary skills and experience to chair the Board.

RBS is a not-for-profit organisation with its head office in Magill, Adelaide, and 11 regional offices across South Australia and the Northern Territory. The organisation's services and programs are developed to inspire farmers, small business owners and landowners in rural areas to take action to improve their financial position.

The ideal candidates will have significant governance and leadership experience in directing organisations with diverse stakeholders. Above all else, they will be influential leaders, consensus builders and wise executive mentors.

All candidates should be appropriately recognised by the Australian Institute of Company Directors or equivalent. Applicants with significant experience in primary production or agribusiness are strongly encouraged to apply. Strong connections and proven knowledge of regional South Australia and/or Northern Territory are also desirable.

The appointment is for a three-year term, subject to government funding. Board members are remunerated, and reasonable expenses and travel costs will be reimbursed.

Please download the application pack here <https://bit.ly/3iBWEQs>.
To review our most recent publications please visit <https://bit.ly/3BCB49p>

Applications addressing the selection criteria should be marked attention to Board Secretary, Christina Garden and emailed to board.secretary@ruralbusinesssupport.org.au

Interviews for short listed candidates will be conducted in Adelaide or via videoconferencing.

Applications close at midnight on Tuesday, 16 August 2022

BOARD MEMBER POSITION DESCRIPTION (updated August 2020)

Rural Business Support is a not-for-profit organisation that supports primary industry businesses. Because of our extensive understanding of the challenges facing rural businesses we are able to inform and inspire our clients to proactively manage change, risk and business challenges.

RBS provides strategic business management programs and services and rural financial counselling in South Australia and the Northern Territory.

The board of RBS provides strategic leadership and governance to the organisation. Board members are highly skilled with a range of qualifications and experience.

RESPONSIBILITIES

The key responsibilities of board members are outlined in the RBS Board Charter and include:

- To provide effective leadership in:
 - Articulating the value, vision and mission of RBS;
 - Providing strategic direction;
 - Maintaining communication with agribusiness, rural industry, fishing and rural and regional communities and funding bodies; and
 - Developing and maintaining an organisation structure to support the achievement of agreed strategic objectives and outcomes.
- Monitor the performance of the Chief Executive Officer against the agreed performance indicators;
- Review and approve the business plan and annual budget;
- Monitor the achievement and implementation of the strategic plan, the business plan, and annual budget outcomes;
- Establish such committees, policies and procedures as will facilitate the more effective discharge of the board's role and responsibilities;
- Ensure, through the board committees and other ways as appropriate, compliance obligations and functions are effectively discharged;
- Initiate a board evaluation process and follow-up action to deal with issues arising, and arrange for board members to attend courses, seminars and participate in development programs as the board judges appropriate;
- Ensure that all significant systems and procedures are in place for RBS to run efficiently and meet all legal requirements; and
- Ensure that all significant risks are adequately considered and accounted for.

MEETING REQUIREMENTS

The RBS Constitution requires the board to meet at least six times per year. To ensure the board maintains connections with rural South Australia and Northern Territory, some board meetings may be held in regional areas of the state. Average time commitment required is 2 days per month.

Board members are expected to contribute to board committees, which meet in between board meetings and as required to assist the board to efficiently perform its duties. There are currently two standing board committees, Corporate Governance and the Audit, Risk and Compliance Committee.

Attendance in person is expected but may be by teleconference when necessary (at the discretion of the chair or convenor of the committee).

LEGISLATIVE STATUS

RBS is an Incorporated Association under the South Australian *Associations Incorporation Act 1985* and is a registered charity with the Australian Charities and Not-for-Profit Commission.

BOARD POSITIONS

The board of RBS currently consists of seven members, made up of the following positions:

- Chair of the Board
- One member with specialist knowledge in accounting, finance and commerce
- One member with specialist legal knowledge
- Four general board member positions

REQUIRED ATTRIBUTES OF BOARD MEMBERS

Values of RBS

Trustworthy	We build trust with our clients and stakeholders by being timely, reliable and honest in all that we say and do.
Respectful	We treat all of our clients and stakeholders with respect. We value the role that they play and their diversity. We strive to be supportive, inclusive, helpful and empathetic.
Ethical	We are transparent, honest and confidential in all our dealings.
Professional	We strive for business excellence and high performance. We take pride in our work and deliver our best.

Professional Attributes for all board Members

- Openness
- Integrity
- Commitment
- Confidentiality
- Independence

ESSENTIAL QUALIFICATIONS, SKILLS AND EXPERIENCE

The following represent the essential criteria for specific positions on the board:

All Board Members

- Graduate of the Australian Institute of Company Directors or equivalent qualification or experience
- Strategic thinking
- Critical analysis
- Business and commercial acumen
- Corporate governance
- Stakeholder relations
- Human resource management

In addition, the following are essential criteria for specific positions on the board:

Chair of the Board

- Chair and meeting skills
- Leadership skills
- Extensive agri-business experience
- Board / Director Experience

Board Member with specialist knowledge in accounting, finance and commerce

- Accounting and finance qualifications and experience
- Risk management
- Business and commercial acumen

Board member with specialist legal knowledge

- Legal qualifications and experience

Desirable criteria for all board members:

- Rural culture
- Board / Director experience
- Social welfare & community development
- Knowledge of SA/NT and community involvement
- Experience on the board of a Rural Financial Counselling Service

Applicants who live or work in regional South Australia will be favourably considered.

POLITICAL NEUTRALITY

RBS is the recipient of funding from both Federal and State Governments. RBS is non-party political and respects the authority of the government of the day.

Board members must be politically neutral when acting in their capacity as a board members of RBS, particularly at election times, to enable RBS to work with current and future governments, unaffected by the personal beliefs of individual board members.

TERMS OF APPOINTMENT

Board terms are in accordance with the constitution of the organisation and are for a period of three years commencing at the Annual General Meeting. Board members may sit for a maximum of three terms each of three years (i.e. a total of nine years). Please note: all board member positions are subject to continuing government funding.

REMUNERATION

Board members are remunerated through payment of an annual honoraria and reimbursed for reasonable costs to attend to their duties as board members.

ADDITIONAL REQUIREMENTS

Board members are expected to abide by the board charter, code of conduct and confidentiality requirements. Successful candidates will be required to provide a satisfactory national police check certificate.

BOARD CHAIR and DEPUTY CHAIR POSITION DESCRIPTION (amended June 2020)

Description

The Chair is appointed by the Board after a specific selection process managed by the Corporate Governance Committee convening as the Nominations Committee of the Board.

The primary responsibility of the Chair is to provide leadership and guidance to the Board in undertaking the duties outlined in the Position Description, Board Charter and the Association's Constitution. The Deputy Chair provides assistance to the Chair and acts in the capacity of the Chair in the Chair's absence. The role of Deputy Chair should be considered as a succession planning mechanism for the role of Chair.

The responsibilities of the Chair are in addition to those of the Board Member Position Description.

Responsibilities of the Chair

Board Meetings

- Chair Board meetings that facilitate open and robust discussion, expert analysis and effective decision making
- Develop the agenda and timetable for Board meetings in conjunction with the Chief Executive Officer (CEO)
- Guide the Board in monitoring performance of the organisation against agreed performance measures and strategic directions
- Maintain a strategic focus and ensure a separation between management and Board decisions
- Work with the Board Minute Secretary to ensure that accurate records are kept of decisions made by the Board

Provide leadership to the Board

- Demonstrate commitment to the values, vision and mission of Rural Business Support (RBS)
- Demonstrate the highest levels of integrity and commitment to the core values expected of Board members
- Support Board members to fulfil their duties as Board members
- Provide mentoring, encouragement and advice to Board members to develop to their full potential

Provide leadership to the CEO and other members of the management team as required

- Develop and maintain a high level of communication with the CEO
- Provide mentoring, support and advice to the CEO and management team
- Provide direction to the CEO and liaise on behalf of the Board
- Together with the Deputy Chair, review the performance and remuneration of the CEO
- Work with the Board subcommittees and their conveners, including monitor the performance of the CEO and monitor Board succession

Strategic Direction

- Promote the development, implementation and review of the RBS Strategic Plan
- Establish practices and a Board culture which facilitates a forward looking strategic focus

Corporate Governance

- Ensure that all Board practices are consistent with good corporate governance
- Promote the ongoing effectiveness of the Board, ensuring regular and systematic debriefings and reviews of:
 - Board performance;
 - Board committee and sub-committee performance; and
 - Board member performance.

Represent the Board

- Develop and maintain good relations with Government Ministers, funding partners, industry and community stakeholders
- Be the Board's spokesperson to the media in line with the media and communications protocols
- Develop and maintain working relationships with management and staff of the organisation through the CEO

Responsibilities of the Deputy Chair

Board meetings

- In the absence of the Chair, chair Board meetings that facilitate open and robust discussion, expert analysis and effective decision making

Represent the Board

- At the request of the Chair, represent the RBS Board at events and meetings that would normally be attended by the Chair such as the Rural Financial Counselling Services Conference, stakeholder events

Support the Chair

- Provide the Chair with a sounding board for key strategic issues
- Together with the Chair, review the performance and remuneration of the CEO

Ex-Officio Meeting Requirements

The Chair has a standing invitation to attend the Corporate Governance Committee and the Audit Risk & Compliance Committee meetings as an observing, non-voting member, in accordance with the terms of reference approved by the Board for those committees.

In addition, The Chair may attend in an ex-officio capacity at any other Board subcommittee meeting..

Remuneration of the Chair and Deputy Chair

Remuneration for attendance at formal Board and Board committee meetings shall be made in accordance with the Board remuneration policy and funding deed.

Pre-approved reasonable expenses and travel costs will be reimbursed by the organisation.

Key Work Areas, Major Tasks and Success Indicators

Three key work areas used are;

1. Board and committee meetings
2. Effective support of the Board
3. Representing the Board

KEY WORK AREAS	MAJOR TASKS	TIME INDICATION AND REMUNERATION	SUCCESS INDICATORS
BOARD AND COMMITTEE MEETINGS	<ul style="list-style-type: none"> ▪ Chair Board meetings ▪ Attend committee meetings as required ▪ Normal meeting preparation time ▪ Development of Board training program 	<p>Chair ~ 15 hrs/month</p> <p>Remuneration as per 2.7 Board Remuneration & Performance Reward Policy.</p>	<ul style="list-style-type: none"> ▪ Board effectiveness ▪ Member engagement ▪ Open and robust discussion ▪ Expert analysis ▪ Effective decision making ▪ Strategic focus and culture ▪ Attractiveness of board ▪ Strong governance ▪ Leadership with CEO
SUPPORTING THE BOARD	<ul style="list-style-type: none"> ▪ Regular communications with CEO and Secretary ▪ Working with Secretary on agendas and meeting planning ▪ Additional meeting preparation time to allow full knowledge ▪ Regular communications with Deputy Chair ▪ Lead performance reviews of CEO and Board ▪ Attend CEO and Chair training meetings in SA and interstate ▪ Work with the CEO to source credible industry information to increase the level of expertise of the Board 	<p>Chair ~ 15 hrs/month</p> <p>Remuneration as per 2.7 Board Remuneration & Performance Reward Policy</p>	<ul style="list-style-type: none"> ▪ Smooth implementation of decisions and policies ▪ Board annual calendar ▪ Skilled Board members ▪ Effective communication
REPRESENTING THE BOARD	<ul style="list-style-type: none"> ▪ Partner organisations ▪ State and Federal Ministers ▪ Government agencies 	<p>Chair ~ 15 hrs/ month</p>	<ul style="list-style-type: none"> ▪ High industry profile ▪ Effective media profile ▪ Sound industry knowledge

	<ul style="list-style-type: none"> ▪ Stakeholders ▪ RFC Program ▪ RFC training ▪ Client groups ▪ Strategic regional meetings ▪ Policy committee hearings ▪ NT Government and agencies ▪ Agribusiness functions ▪ Meet industry leaders ▪ Media briefings with CEO 	<p>Remuneration as per 2.7 Board Remuneration & Performance Reward Policy</p>	<p>High quality relationships with key stakeholders</p> <ul style="list-style-type: none"> ▪ Mentoring Board members in public ▪ Supporting CEO in public
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PN046 Code of Conduct

Version	1
Created By	CEO
Approved by	Board
Date approved	02 June 2022
Reviewed	Triennial review next due March 2025

Policy Statement

The RBS Code of Conduct sets out required standards of behaviour for the effective and productive delivery of our business objectives. It provides clarity around how we relate and interact with others, and how we uphold our reputation and the reputation of RBS.

The Code provides specific guidance to everyone at RBS on how to make decisions and how to act, particularly when faced with challenging situations. Applying the Code of Conduct will ensure everyone understands what is expected and will mitigate the risks associated with inappropriate behaviour.

This policy does not provide an exhaustive list of conduct. It is intended to provide guidance as to the standards that are acceptable. Reference should always be made to legislation, our [culture and values](#), and policies for further clarification on expectations.

It is RBS's policy that all representatives of our business, including employees, contractors, and Board Members, will:

- act in accordance with Australian legislation and local laws,
- demonstrate behaviours that are aligned to our culture and values,
- comply with our policies, and
- uphold the reputation of RBS, our clients, our business partners, and our employees.

It applies

- during all stages of employment,
- when conducting business,
- when representing RBS, and
- in all activities with a connection to employment at RBS.

Expected Standards of Conduct for RBS

RBS will comply with all applicable legislation, the terms and conditions of service and funding agreements, contracts, industrial instruments, and uphold the culture, values, purpose, and RBS objects outlined in the [RBS Constitution](#).

As a charity, RBS will comply with [ACNC Governance Standards](#) and work towards its Charitable Purpose. As an employer, RBS will comply with the [Fair Work Act](#) and the [Work Health and Safety Act](#).

RBS will work proactively with all stakeholders to address issues or conflicts that may arise during business and is committed to maintaining professional standards of conduct in all activities.

Expected Standards of Conduct by Representatives of RBS

In the application of this policy, all representatives of RBS are expected to:

- act in the best interests of RBS,
- perform all duties and responsibilities with diligence and applying expertise to the best of their ability,
- follow all reasonable and lawful directions and instructions from RBS Management,
- work with care and attention to ensure the safety of themselves and others,
- interact with others in a way that is respectful and free from discrimination, harassment, or bullying, and
- raise issues as they occur or are identified so, they can be resolved.

RBS Board Members and officers will take all reasonable steps to ensure RBS complies with its legal obligations.

Specific Conduct

The stated expectations of this Code of Conduct apply in all activities, decisions, and interactions. The following specific situations are highlighted to provide clarity for employees, Board Members, and leaders. In all examples, the values-based behaviours or relevant policy or procedure provide guidance as to the expected appropriate conduct.

Conflicts of Interest

Everyone must declare, and take reasonable steps to avoid, any conflict of interest, whether real or perceived, in connection with their employment or service with RBS.

Where a conflict of interest exists and cannot be avoided, individuals must ensure that their private interest does not influence their decisions and actions relating to RBS. This means that all reasonable steps will be taken to ensure that the information upon which decisions are made, or on which actions are based, will be factually correct and not founded on personal opinions or bias. Each situation and decision is to be treated on merit, having full regard to RBS's legal obligations and interests, relevant Funding Agreements and the public interest.

Secondary employment, or deriving secondary income from a personal business, is permitted with approval of the CEO, if it does not interfere with RBS employment obligations including hours of work, availability, duties, benefits, confidentiality of client information, or use of RBS resources.

Any disagreement with decisions made regarding conflicts of interest must be resolved following the RBS Grievance and Dispute Resolution procedure.

Related Documents:

- [Anti-bribery and Corruption Policy](#)
- [Gifts and Hospitality Policy](#)
- Conflict of Interest Procedure
- Conditions of Use of RBS Vehicle
- [Acceptable Use of ICT Resources Policy](#)

Confidentiality & Privacy

All information obtained by RBS personnel in carrying out their duties remains the property of RBS. The information must remain under the control of RBS and be used appropriately.

Information of a confidential nature must be protected by RBS personnel, must not be disclosed to third parties (unless in accordance with the Information Privacy Principles) and used for the purpose it was intended.

Information will be stored and protected in accordance with our Funding Agreements and in a manner that is consistent with the Information Privacy Principles (IPPs) and National Privacy Principles (NPPs) set out in the [Privacy Act 1988 \(Cth\)](#).

RBS complies with [ACNC Governance Standards](#), including using information for proper purposes. Any knowledge or information obtained in the course of carrying out duties on behalf of RBS must not be used to further personal or other interests.

Further information on the collection, usage, confidentiality, and security of personal information of clients is available in the RBS Privacy Policy.

Relationships and Interactions

It is expected that all interactions and relationships developed during employment and on behalf of RBS are conducted with respect and are free from any forms of discrimination, harassment (including sexual harassment) and bullying.

The Code of Conduct applies to, but is not limited to, the following interactions.

- **Providing services to clients:** Employees are expected to treat all people with respect and compassion when delivering services and support to clients and when interacting with the client's family members and service providers.
- **Interacting with employees and Board Members:** Employees and Board Members are expected to interact with respect and value the differences and contributions of others in the delivery of services and achievement of role specific, team, and RBS objectives.
- **Posting and commenting on social media:** Comments and posts made on social media from a personal profile and in work or personal time must not impact other RBS personnel, breach confidentiality, be disrespectful, be held out as representing the position of RBS or damage the reputation of any employee, client, Board Member, associated person, associated entity or RBS.
- **Representing RBS in the media:** Employees are not permitted to make comment to the media about RBS or on behalf of RBS, employees, clients, or associated entities without the approval of the CEO. Similarly, Board Members are not permitted to speak on behalf of the Board, without the approval of the Board Chair.
- **Representing RBS to stakeholders and the public:** RBS personnel are expected to reflect the culture, values, and professional image of RBS at all times in the course of employment or board term, treating stakeholders and the public with respect.

Related Documents:

- [Anti-bullying and Harassment Policy](#)
- [Equal Employment Opportunity Policy](#)
- [Social Media Policy](#)
- [Media Policy](#)

Applying the Code of Conduct

The Code of Conduct details the appropriate standards of behaviour required by RBS, employees, Board Members, and representatives. These expectations for conduct must be made clear to all RBS personnel at the time of joining RBS and regularly during employment or association. The Code of Conduct must be accessible to all employees, Board Members, and representatives.

While these expectations apply to everyone at RBS, leaders play an essential role in role modelling, monitoring, and addressing behaviours that are not aligned to our values or breach the Code of Conduct.

Breach of Code of Conduct

A breach of the Code of Conduct is a failure to comply with the standards and expectations set in this policy and will be taken seriously by RBS. A breach of the Code of Conduct may also involve a breach of laws, other company policies, employment agreements or contracts.

RBS will follow due process and fully investigate all reports of breaches of the Code of Conduct, which may result in termination of employment, removal from the Board or other disciplinary action.

Where there is reasonable suspicion that unlawful conduct has occurred, RBS will notify the relevant authorities, which may result in prosecution.

Related Documents:

- [Disciplinary Action Policy](#)
- [Employee Performance Management and Development Policy](#)
- Feedback and Complaints Procedure
- [Whistle-blower Procedure](#)

Document History

Document History			
Date	Section	Summary of Revision	Revision Approval
May 2022		Complete rewrite of Code	Board Approved 02June2022



Applicant's Code of Conduct Acknowledgement

By signing this Code of Conduct you are acknowledging that you understand the requirements of the position and the standard of conduct expected of all Rural Business Support Board members.

Signature *Applicant*

Date