



Board Committee member Expressions of Interest

2025

1. Contents

1.	Contents	2
2.	Introduction.....	3
3.	Background.....	3
3.1	The Society of St Vincent de Paul (NSW).....	3
3.2	The Company St Vincent de Paul Society NSW	3
3.3	The composition of the Board of Directors	3
3.4	The role of the Board of Directors.....	4
4.	Board Committees.....	4
5.	Committee member diversity	4
6.	Expectations	4
7.	Personal attributes	5
8.	Key criteria for Committee member	6
9.	Expressions of interest	6
10.	Further information	6
	Attachment – People and Culture Committee	7

2. Introduction

The Company St Vincent de Paul Society NSW (the Society) is seeking expressions of interest from suitably qualified individuals to join our People and Culture Committee. We are seeking someone who is an active conference member, with experience in one or more of the following – organisational culture, human resource management, membership and volunteer engagement, training and development, workplace health and safety.

3. Background

3.1 The Society of St Vincent de Paul (NSW)

The Society of St Vincent de Paul (NSW) is a lay Catholic, member- and volunteer-based organisation that has been assisting people experiencing disadvantage in NSW for more than 140 years.

The Society of St Vincent de Paul was founded by a 20-year-old man named Frederic Ozanam in 1833, who with a group of friends, wanted to make a difference to the poverty and disadvantage that he saw around him in post Revolution France. Leading by example and with boundless energy, Frederic started what is now a worldwide movement in just 20 short years. In NSW the Society was established in 1881, and it now has around 4,000 members and 1,300 staff. Our local member networks, referred to as Conferences, are present in over 420 communities across NSW.

Members provide assistance including food parcels and vouchers, financial assistance, assistance with energy bills and other debt, and the provision of other material items such as furniture, clothing and bedding and other household items.

The Society is governed by the NSW State Council. The governance process leading to membership of the State Council is by elections from Conferences through Regional Councils through to Central Councils and then through to State Council. The President of the State Council also appoints Vice Presidents to the Council with specific portfolio responsibilities.

The State Council additionally fulfils the role of Trustees holding in trust all land and properties that are made available for the work the Society.

3.2 The Company St Vincent de Paul Society NSW

In 2013, the State Council of the Society of St Vincent de Paul (NSW) established a Company to which it transferred its business operations. The Company, the St Vincent de Paul Society NSW, assists the Society to achieve its mission and realise its vision through supporting the work of our members and volunteers. It is also a leading provider of community services in the areas of homelessness and housing, health, disability and community inclusion.

Our work is funded by all levels of government, the generous support we receive from the community and our 221 retail outlets across NSW.

The members of the Company are those members of State Council who elect to become Company Members.

The Company Members in general meeting appoint the Directors and the Chair of the Board of Directors.

The Board of Directors governs the operations of the Company.

3.3 The composition of the Board of Directors

The Board of Directors is comprised of:

- the State Council President;

- two Central Council Presidents; and
- between two and six other Directors, one of whom must have clinical care experience.

The Company Members appoint one of the Directors as the Chair of the Board.

3.4 The role of the Board of Directors

The Board of Directors provide strategic oversight and direction for the activities of the Company and ensure activities are aligned with the Society's mission and the objects for which the Company was established.

The obligations and powers of the Board are governed by the *Corporations Act 2001* (Cth) (Corporations Act), the *Australian Charities and Not-for-profits Commission Act 2012* (Cth) (ACNC Act) and the general law.

4. Board Committees

The Board currently has the following Committees:

- Audit, Risk and Finance Committee
- Governance, and Nominations Committee
- Service Quality and Safety Committee
- People and Culture Committee
- Remuneration Committee

Board Committees assist the Board in monitoring organisational activity within the scope of their remit and making recommendations to the Board for resolution. With the exception of the Audit, Risk and Finance Committee, the Committees have no authority to make decisions on behalf of the board, to approve financial expenditure, or commit the company to activities or undertakings not otherwise approved by the board.

5. Committee member diversity

Diversity is an important factor in any Board Committee selection process. The following diversity is sought across our Committees:

- age/generational diversity
- gender diversity
- cultural diversity
- geographic diversity, and
- board experience diversity.

6. Expectations

All Committee members are expected to possess the personal attributes outlined in at Section 7 below.

Committee members are individually responsible for ensuring that the Committee on which they serve fulfils its role as set out in the Committee Charter. Committee members will:

- review the agenda and papers prior to Committee meetings
- actively participate in the discussions and decisions of Committee meetings
- systematically evaluate the Committee's performance

- keep up to date on developments in the Society’s areas of service
- attend a reasonable number of Society and staff events and site visits, when considered appropriate by the Committee
- be ambassadors for the Society.

All Committee members will be expected to comply with legal duties and obligations of the position. These duties include:

- acting openly, honestly, in good faith in the best interests of the company as a whole, and for a proper purpose
- acting with a degree of care and diligence
- refraining from making improper use of information gained through the position of Committee member and from taking improper advantage of the position
- avoiding conflicts of interest where possible and appropriately managing conflicts where they arise

A Committee member is expected to attend all Committee meetings unless he or she has a reasonable excuse. The number of Committee meetings vary depending on the Committee.

- The People and Culture Committee meets for two hours at least 4 times a year
- The time commitment for Committee members is likely to be about the equivalent of approximately one day per Committee meeting including all preparation time.

All Committee member roles are voluntary. Reasonable expenses associated with attending to Committee duties will be met by the company.

7. Personal attributes

The personal qualities sought in Committee members are as follows.

Attribute	Description
Leader	Innate leadership skills including the ability to: appropriately represent the Company; promote and model appropriate Board and organisational culture; make and take responsibility for decisions and actions.
Affinity and ethos	An affinity with the mission of the St Vincent de Paul Society combined with the desire and preparedness to work within that mission.
Integrity (ethics, trust and confidentiality)	A commitment to: <ul style="list-style-type: none"> • understanding and fulfilling the duties and responsibilities of Committee member, and maintaining knowledge in this regard through professional development • putting the company’s interests before any personal interests • being transparent and declaring any activities or conduct that might be a potential conflict, and • maintaining Committee trust and confidentiality.
Effective listener and communicator	The ability to: <ul style="list-style-type: none"> • listen to, and constructively and appropriately debate, other people’s viewpoints • respect the views of others • develop and deliver cogent arguments, and • communicate effectively with a broad range of stakeholders.

Attribute	Description
Emotional intelligence	The ability to perceive and evaluate own and others' emotions and adapt thinking and actions accordingly.
Constructive questioner	The preparedness to: ask questions and exercise independence of mind when required, and challenge management and other Committee members in a constructive and appropriate way.
Contributor and team player	The ability to work as part of a team and demonstrate the passion and time to make a genuine and active contribution to the Committee, the Company and hence the Society.
Commitment	A visible commitment to the values and principles on which the Company is founded and its on-going success, and the time to deliver this in practice.
Influencer and negotiator	The ability to negotiate outcomes and influence others to agree with those outcomes, including an ability to seek stakeholder support for the Board's decisions.
Critical and innovative thinker	The ability to critically analyse complex and detailed information, readily distil key issues and develop innovative approaches and solutions to problems.
Continual improver	A focus on continual improvement through seeking and acting on feedback from others and proactively engaging in personal self-development to ensure currency of knowledge.
Flexibility and adaptability	A demonstrated ability to be flexible, adaptable and open to new ideas.
Good judgement	The capacity to weigh up the evidence brought to the Committee and dispassionately respond in light of what is best for the organisation.

8. Key criteria for Committee member

Individuals interested in applying to be a Committee member must demonstrate an affinity with the mission of the St Vincent de Paul Society combined with the desire and preparedness to work within that mission.

In addition, applicants should be able to demonstrate their:

- Skills, knowledge and experience (as outlined in the attached extract from the People and Culture Committee Charter)
 1. Experience in community or other leadership roles
 2. Ability to carry out the functions of the role
- Personal attributes as set out in section 7

9. Expressions of interest

To submit your interest in becoming a Committee Member, please email information pertaining to the key criteria outlined above directly to the Company Secretary at CompanySecretary@vinnies.org.au

10. Further information

For further information about the positions please contact: Rhiannon Cook, Company Secretary – companysecretary@vinnies.org.au

Attachment – People and Culture Committee

The People and Culture Committee is not a policy-making body nor does it have substantive executive function. However, it assists the board in developing board policy and monitoring organisational activity within the scope of its remit and making recommendations to the board for resolution.

- This committee will provide advice as requested by the board on the following matters: culture, training, membership engagement, workplace health and safety, and the code of conduct.
- The role of the People and Culture Committee includes assisting the board with the company's governance and exercising of due care, diligence and skill in relation to:
 - people and culture policy
 - provision of assistance to the Society regarding membership engagement
 - volunteer engagement
 - remuneration and benefits with exception of the CEO and executive
 - recruitment, selection, hiring, induction, orientation, evaluation, promotion, retention, succession and layoff
 - talent management
 - learning and development
 - leadership development
 - diversity, equality and inclusion
 - workplace and industrial relations
 - workplace health, safety and wellbeing
 - independent and external inquiries.
- The People and Culture committee will:
 - review and monitor the Society's culture
 - review and monitor the Society's Code of Conduct and its implementation
 - advise the Society in relation to membership engagement
 - provide advice in relation to volunteer engagement
 - review and monitor remuneration strategies and frameworks (except for the CEO and senior executive, which will be handled by the Remuneration Committee)
 - review and monitor the implementation of human resources and employee relations strategies
 - review and monitor employee performance programs
 - review and monitor the training, learning and leadership development strategy
 - provide advice in relation to diversity targets and review progress towards meeting these targets annually
 - review and monitor the strategy and framework for compliance with WHS regulatory obligations
 - review and monitor performance on relevant WHS measures
 - review and monitor WHS and operational audits performance and progress
 - review and monitor key risks relevant to the Committee's purview, providing management with advice and informing the Audit, Risk and Finance Committee about emerging issues and other relevant updates.

