

The Role of an AMA Queensland Director

Directors of the AMA Queensland Board have the ultimate responsibility for the overall successful operation of the Company. In accordance with the functions of the Board, each Director is required to contribute to the governance of the Company through:

- Actively contributing to the strategic planning and direction of the Company;
- Contributing to the development of Board and organisational policies;
- Monitoring the financial and non-financial performance of the Company;
- Monitoring the risk and compliance issues facing the Company together with managing those risks through mitigation strategies;
- Contributing to the work of Board committees;
- Engaging stakeholders on current Board policies and strategy issues;
- Recruiting and succession planning of the CEO as well as monitoring performance of the CEO;
- Representing the Board and the Company in an appropriate way as required; and
- Acting in the best interest of the Company at all times.

The relationship between a Director and the Company is a fiduciary one which means that each Director is to act in the best interests of the Company and to the exclusion of any personal interests.

Under the Corporations Act, Directors have the following duties:

- A duty to act with due care and diligence;
- A duty to act in good faith;
- A duty not to gain advantage by improper use of their position for either personal gain or the benefit of a third party;
- A duty not to misuse information for either personal gain or to cause harm to the organisation;
- A duty not to trade while insolvent; and
- A duty to disclose material personal interests they have in matters relating to the Company's affairs.

It is preferable for Directors to have governance qualifications and experience; or be required to undertake governance training provided by and subsidised in part by the Association, preferably within three months of appointment to the role.

To ensure the Company's workings and priorities are well understood, applicants wishing to apply for the position of Member Elected Director must demonstrate a recency of involvement with AMA Queensland Council or an AMA Queensland Board Committee or Council Committee within the last three years.

Qualities of an effective Director:

- A commitment to the Company's vision, core purpose and strategic plan;
- Commitment to dedicate sufficient time to attend Board meetings and any other meetings as required;
- Flexibility, tact, impartiality, and diplomacy;
- Good listening and interpersonal skills;
- An openness to consider alternative viewpoints;
- Unbiased; a Director must not confuse their own goals with those of the Company and its members. In so doing, a Director must avoid conflicts of interest, disclose personal interests, and refrain from using confidential information or their position for personal gain.
- An ability to deal with pressure from external sources.

Length of term: Two-year term with an eligibility to be re-elected to serve a maximum of three consecutive two-year terms (six years).

Time commitment estimates:

- The AMA Queensland Board of Directors meets six times per year. Board meetings are usually held on a week night from 6:00pm to 9:00pm. Attendance is via virtual videoconferencing unless there is a specific need for face-to-face interaction.
- Preparation for Board meetings (approximately 2 days/year).
- Participation in Board committees (approximately 2 days/year).
- Interaction with Secretariat staff as required (1-2 days/year).
- Response to circular motions and discussions (approximately 2 days/year).

Expenses:

AMA Queensland covers the cost of Directors' travel and accommodation requirements to attend meetings in line with the AMA Queensland Travel and Expenses Policy.

Confidentiality:

Each Director is required to sign a confidentiality agreement before commencing in their role.

Induction:

Each Director is required to undertake an induction within one month of commencing in their role.

Directors must have a Director Identification Number (ASIC requirement).