

POSITION DESCRIPTION OF DIRECTORS

CATHOLIC HEALTHCARE LIMITED

Vision

Creating a sustainable & vibrant ministry of care

Mission

Promoting life by enhancing the dignity, life and spirituality of older people.

Values

We operationalize this mission in our values: courage, compassion and integrity. We live these values in shaping the stories and lives of the people we serve.

Position Purpose

Directors of Catholic Healthcare Limited (**CHL**) are appointed by the Trustees of Catholic Healthcare, the sole member of CHL (**Trustees**) and have delegated governance responsibility of the organisation in compliance with canon and civil law. In particular, the Board oversees:

- (a) the achievement of the organisational objects outlined in the CHL Constitution;
- (b) the strategic management and direction of CHL;
- (c) aligning sound corporate governance with the Catholic identity and mission of the organisation;
- (d) compliance with legal obligations, financial performance, and risk governance;
- (e) the employment and direction of the Chief Executive Officer to implement its decisions;
- (f) organisational promotion;
- (g) accountability to the stakeholders and funding bodies to fulfil canon and civil law obligations.

Position Responsibilities

The responsibilities of CHL Directors include:

- (a) Providing leadership and vision consistent with the Identity and Mission of Catholic Healthcare;
- (b) Acting in accordance with their duties under the law, most particularly:
 - (i) the duty to act with the degree of care and diligence that a reasonable individual would exercise as a director of CHL;
 - (ii) the duty to act in good faith in CHL's best interests and to further the purpose and objects of CHL;
 - (iii) the duty not to misuse their position as a director of CHL;
 - (iv) the duty not to misuse information obtained in the performance of their duty as a director of CHL;
 - (v) the duty to disclose perceived or actual material conflicts of interest;
 - (vi) the duty to ensure that CHL's financial affairs are managed in a responsible manner;
 - (vii) the duty not to allow CHL to operate while insolvent.
- (c) Attendance and participation in Board and committee meetings, as well as other Mission-related gatherings when appropriate/possible;
- (d) Preparing for Board and committee meetings including reading papers provided for the meetings;
- (e) Serving on Board committees as required;
- (f) Committing time to the Board and advancement of CHL including participation in Board development and formation about mission, as well as Board and director evaluations and ceremonial and liturgical activities when appropriate;
- (g) Representing CHL in public and within the Health, Aged Care and Catholic sectors as required.