

Position description

Position title: Director
Date of last revision: August 2017

1 Purpose

GP Synergy Limited is a public company limited by guarantee. It adopts standing orders detailing conduct of directors and powers of the Board provided they do not conflict with its Constitution or the Corporations ACT.

The collective skills, knowledge and attitudes of directors will inform the strategic direction of the Company and determine the overall function and contribution of the Board.

This specification aims to inform the reader of the characteristics that GP Synergy considers important to the proper functioning and skills mix of its Board.

2 Essential characteristics and responsibilities

The legal relationship between the director and the Company is known as a fiduciary one. It is: "the duty to act with fidelity and trust to another"- High Court Of Australia

The main regulatory frameworks for directorship in Australia are encapsulated in:

- Statute Law including the Corporations Act 2001 (Commonwealth)
- Common Law
- Fiduciary relationships
- ASIC guidelines
- The Company's constitution
- ASX listing rules (for public companies which are listed on the Australian Stock Exchange, if applicable)

It is law that a director's duties in relation to the Company's affairs are owed to the Company. The Company is the collective being of all shareholders.

In acting as a director of the Company, the director's **primary** obligations are owed to the Company. Director's duties are not ordinarily owed to individual shareholders, although in limited circumstances obligations may be owed by the directors to the individual shareholders (for example if the director is also a director or employee of an individual shareholder).

If there is a conflict of interest between the director acting as a director of the Company or acting at the direction of the nominating shareholder, the director must disclose that conflict to the Board of the Company and should, where relevant, disqualify themselves from voting on the particular issue.

- a) In terms of the Company's affairs, directors must place their obligations to the Company before any duty to back to the Member organisation that may have nominated them for the position. To articulate this principle and clarify grounds for reporting and duty, all GP Synergy directors will be asked to sign and send 'letter of forgiveness' to the relevant nominating Party which states that *"I will act in the best interest of the Company of which I am a director"*.

3 Duties of Directors

Each Director on the Board has the following three duties:

3.1 The Duty of Care and Diligence

- to act with care and diligence as would a reasonable person in like circumstance.

3.2 The Duty of Loyalty

- to act in good faith, in the best interests of the organisation (GP Synergy) and for a proper purpose;
- to avoid conflicts of interest;
- to not misuse the position;
- to not misuse information; and
- to retain independence and objectivity in judgment.

3.3 Other Specific Duties

- to prevent insolvent trading;
- the duty of continuous disclosure;
- the duty to disclose related party transactions; and
- the duty to disclose director's interests.

3.4 Ordinary Specific Duties Under the Corporations ACT

Directors' ordinary duties include preparation, attendance and participation in Board meetings, committees and any other activities encompassed in GP Synergy's strategic business plans and programs pursuant to the aims that the Board may determine from time to time.

3.5 Extraordinary Duties

Extraordinary duties include representation of GP Synergy on outside bodies, participation in seminars, courses and events which specifically require the attendance of a Director and where outcomes of such seminars, courses and events would be seen by any reasonable person to benefit the Board in its operation and/or GP Synergy as a whole.



4 Role specification

TASK NAME	DESCRIPTION	CURRENT HRS APPROX.	% TOTAL WORK
Attend Board Meetings	Participation in Board meetings including pre- reading Board papers and supplementary materials. Includes management of fiduciary responsibilities.	Up to 6 hours bi-monthly	50%
Sub committee representation	Attend specified sub- committees from time to time as may be required.	As required (usually up to 3 hour blocks)	20%
Attend Annual General Meetings (AGM)	Participation at Annual General Meetings including pre-reading Board papers and supplementary materials.	Up to 2 hours per annum	5%
Extraordinary General Meetings (EGM)	Participation in Extraordinary General Meetings if and when required. This including pre-reading Board papers and supplementary materials.	Up to 3 hours per annum (if required)	5%
Strategic, Governance and Business Planning	Work with the Board to establish, review and monitor the organisations strategic and business plans.	3 days per annum	20%
TOTAL			100%

5 Professional development

Directors are supported by professional development programs relevant to the discharge of their role as Director.



6 Distinguishing factors and competencies

6.1 Skills and Characteristics

AREA	DESCRIPTION
BEHAVIOURAL	
	<p>Demonstrates an understanding of organizational and corporate governance</p> <p>Assimilates and synthesises complex information quickly</p> <p>Develop and delivers a cogent argument</p> <p>Innovative and thinks beyond the square</p> <p>Understands issues at both the detail and the big picture level</p> <p>Demonstrates social and ethical accountability</p> <p>Time availability for the role</p> <p>Communication/Interpersonal/Negotiation</p> <p>Demonstrated ability to work effectively in a team</p> <p>Demonstrates a commitment to ongoing board education and appraisal</p> <p>Demonstrates ability to recognize, assess and manage risk</p> <p>Demonstrates long term strategic thinking, including succession planning</p> <p>Demonstrates honesty, integrity and tact</p>
SKILLS / TECHNICAL	
	<p>Legal</p> <p>Corporate and Business management</p> <p>Governance skills and acumen</p> <p>Strategic business development</p> <p>Business networks</p> <p>Accounting and financial skills and acumen</p> <p>Political and industry influence</p> <p>Information management and technology</p> <p>Marketing and public relations</p> <p>Organisational change / change management</p> <p>Risk management</p> <p>Human resource management</p>



AREA	DESCRIPTION
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INDUSTRY KNOWLEDGE AND EXPERIENCE	
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	Medical education
	Rural general practice experience
	Urban general practice experience
	Regional / local industry knowledge
	Regional / local networks
	GP procedural experience
	Current or recent engagement as GP registrar supervisor
	Current or recent engagement as GP registrar
	Experience with the governance or administration of government grants
	Other primary care sector skills / experience
	Practice management experience
	Consumer / social and community experience

7 Document Information

7.1 Revision history

The following table shows the changes that have been made to this document.

REVIEWER	DATE	COMMENTS
JO	November 2013	Review
JO	August 2016	Review
JO	August 2017	Review

