

INFORMATION FOR DIRECTOR NOMINEES

BACKGROUND

The Victorian Healthcare Association is the not-for-profit peak body supporting Victoria's public and community health services to deliver quality care. Members of the VHA – established in 1938 – include public hospitals, community health services and aged care providers.

Legal Status

The VHA is a:

- Company limited by guarantee registered under the Corporations Act 2001
- Charity regulated under the Australian Charities and Not-for-profits Commission (ACNC) Act 2012
- Health promotion charity (HPC)
- Designated gift recipient (DGR).

THE VHA BOARD OF DIRECTORS

Board Composition

The VHA Board is comprised of eight representative directors and up to three independent directors. The eight representative directors are made up of a:

- Board member and a senior executive of a member metropolitan health service
- Board member and a CEO of a member regional health service
- Board member and a CEO of a member rural health service
- Board member and a CEO of a member community health service

Representative directors are elected by members and independent directors are appointed by the Board.

Meeting Frequency

The Board of the Victorian Healthcare Association meets eight times a year. Board meetings are generally held on the third Wednesday of the month from 3-6pm.

Board committees include:

- Executive Committee (meets twice per year)
- Audit & Risk Committee (meets quarterly)

Director Remuneration

VHA Directors are eligible for a director annual stipend, paid monthly. Directors may choose to accept or not accept payment of the stipend.

In addition, reasonable costs associated with attendance at meetings, or other duties as directed by the Board, are reimbursed.

Director Professional Development

All board members are allocated an annual professional development budget and a one off contribution towards completion of the AICD Company Directors course.

Member Engagement

Directors are encouraged to participate in the VHA annual conference and events program, and VHA's member engagement activities, including working groups and member forums.

Election Process

The VHA's governance arrangement rotates directors, where the longest serving directors must retire at each AGM. This year, the categories for directorship eligible for nomination and election are:

- Board member, community health service (2 years)
- Board member, regional health service (1 year)
- Board member, rural health service (3 years)
- CEO, community health service (3 years)
- CEO, regional health service (3 years)

Nominations for positions on the VHA Board of Directors close on **Monday 28 August 2017 at 5.00pm.**

The VHA Board of Directors has endorsed the following election process for 2017:

- If there is more than one nomination in any category the VHA will use Election Buddy, a secure online election system. A unique voting key will be generated by the system and emailed to each member CEO. CEOs can only vote once and voting will remain anonymous. Voting deadline is 5.00pm, Wednesday 4 October 2017.
- Liz Orkney will be appointed as the returning officer, on behalf of Tom Symondson, company secretary.
- A preferential voting methodology will be applied to the counting of ballots (where there are more than two nominees)
- The ballot will be confidential.

At the AGM on Friday 6 October 2017, resolutions will be put to members to vote for each director vacancy. In the event of a ballot, the resolution will be to appoint the successful candidate from the ballot process as a director of the VHA.

Voting member organisations can lodge one vote for each category of directorship open for election.

First Board meeting for new directors

The first full meeting of the new Board will be Wednesday 15 November 2017 from 3.00-6.00pm. All applicants must be available to attend this meeting.

A director induction session for new appointees will be scheduled prior to this first meeting of the Board.

CONTACT

Any nominee or prospective nominee requiring further information should contact CEO Tom Symondson on 03 9094 7777.