



Call for Nominations – 2019

Directors of HeartKids Limited

ABN 22 613 854 336

Background

Nominations are called for Directors of HeartKids Limited in accordance with the company's Constitution.

The Board of HeartKids consists of at least nine and not more than twelve Directors.

Under clause 3.5 (a), each Director must retire from office at the conclusion of the term for which they have been appointed or the third annual general meeting following his or her appointment as a Director. If eligible, any director may be re-appointed for a further term.

Three Directors will retire on 1 October 2019. Two of the retiring Directors are seeking re-appointment for a further term.

In accordance with clause 3.4 (d), where a vacancy arises for one or more Directors, the Board must submit a request to the Nominations and Remuneration Committee to: (i) call for nominations from the Associate Members; and (ii) notify the persons recommended for appointment.

In accordance with clause 3.2 (b), taking into consideration the recommendations of the Nominations and Remuneration Committee, the Board may appoint Directors for up to three years.

Director Qualifications

Directors are Ordinary Members (clause 2.2 (a) (i) and (b) of the Constitution.

Under clause 3.3 (a), a person is qualified for appointment as a Director only if the person has qualifications or experience in at least one of the following areas:

- (i) CHD clinical practical;
- (ii) CHD support or services;
- (iii) research or education;
- (iv) fundraising or community engagement;
- (v) financial management;
- (vi) advocacy;
- (vii) corporate governance;
- (viii) business or law; or
- (ix) any other skill considered necessary by the Board to add value to the Board.

Clause 3.3 of the Constitution also stipulates:

(b) Neither the auditor of the Company nor any partner, director or employee of the auditor is eligible to act as a Director.

(c) At least three Directors must be Heart Kids, Heart Kid parents or Heart Angel parents, who have attained the age of 18 years.

(d) The Board must ensure that the Directors are collectively geographically diverse (in Australia) with a least one Director from each of the following regions: NSW | ACT; QLD; SA | NT; VIC | TAS; and WA.

Responsibilities of the Board of Directors

Directors have statutory responsibilities as contained in the *Corporations Act 2001* and the *Australian Charities and Not-for-profits Commission Act 2012*.

The purpose of the board of Directors is to advise, govern, oversee policy and direction, and assist with the leadership and general promotion of the objects of HeartKids Limited.

While the Chief Executive Officer (CEO) leads



day-to-day operations, the Board-CEO relationship is a partnership and the appropriate involvement of the Board of Directors is both critical and expected.

Essential Skills

The Nominations and Remuneration Committee advises the following generic skills are required of all candidates:

Strategy: Ability to think strategically, critically assess strategic opportunities and threats and shape the strategic directions of HeartKids in the context of the purpose and objects of HeartKids and relevant national policies and priorities

Policy development: Ability to identify key issues for HeartKids and develop appropriate policies to define parameters within which the company should operate

Finance performance: Ability to read, understand and critically analyse financial statements and reports

Risk and compliance oversight: Ability to identify key risk to HeartKids in a wide range of areas including legal and regulatory compliance and monitor risk and compliance frameworks and systems

Corporate governance: Knowledge and experience in best practice corporate governance, structures, policies and processes

Community and stakeholder engagement: High level reputation and networks in the community to raise awareness and generate funding

Clinical and or consumer experience: Exposure to childhood heart disease either as a person directly impacted or a family member and or a clinician or researcher in childhood heart disease, chronic health conditions or population health strategies

Desirable skills

Experience and skills in information technology, communications, marketing and/or fundraising and/or knowledge and understanding of the needs of heart kids in rural and regional locations would add value to the Board.

Nominations Timeline

Call for nominations

Monday 9 September 2019

Nominations close

Sunday 22 September 2019 at 11.59pm AEST

Nominee assessment

Week commencing Monday 23 September 2019

Nominations and Remuneration Committee recommendation to the HeartKids Board

Week commencing 30 September 2019

How to apply

Please complete the Nomination Form and ACNC Responsible Entity Declaration Form, and send these forms, together with a covering letter and your current curriculum vitae, to Mr Rob Lutter, Chief Executive Officer, HeartKids, rob.lutter@heartkids.org.au

Further information

Mr Rob Lutter, Chief Executive Officer, HeartKids, 0437023756

HeartKids Constitution

<https://www.heartkids.org.au/who-we-are/our-purpose/governance>

HeartKids Corporate Plan 2020

<https://www.heartkids.org.au/who-we-are>

HeartKids Board

<https://www.heartkids.org.au/who-we-are/our-purpose/governance>



Nomination Form

Director of HeartKids Limited

ABN 22 613 854 336

CLOSING DATE SUNDAY 22 SEPTEMBER 2019 AT 11.59PM AEST

I, _____ hereby nominate for the position of Director of HeartKids Limited, to hold office for a term as determined by the Board.

Nominee Name: _____

Nominee Residential _____

Address: _____

State: _____ Postcode: _____

Telephone: _____

Email _____

Nominee Statement:

I, _____ accept / agree to the nomination for the position of Director for the term as set out in the HeartKids Limited Constitution.

- I have reviewed my obligations under the Constitution of HeartKids Limited and acknowledge the responsibilities of a Director of HeartKids Limited
- I have provided a covering letter addressing the essential and desirable skills and a comprehensive CV detailing my suitability, qualifications and experience relevant to the role of Director
- I have read and signed the ACNC Responsible Entity Declaration form
- All information included as part of this nomination is true and correct.

Signature: _____

Date: _____



ACNC – Responsible Entity Declaration

Directors of HeartKids Limited

ABN 22 613 854 336

CLOSING DATE SUNDAY 22 SEPTEMBER 2019 AT 11.59PM AEST

I, [name]

of [Address]

State:

Postcode:

declare that:

I am not disqualified from managing a corporation, within the meaning of the *Corporations Act 2001 (Cth)* and I have not been disqualified by the Australian Charities and Not-for-profits Commissioner at any time during the previous year from being a responsible person. Responsible persons are the members of a charity's governing body who share responsibility for the governance of the charity (called 'responsible entities' under the *Australian Charities and Not-for-profits Commission Act 2012 (Cth)* (ACNC Act).

While I am a responsible person for HeartKids Limited, I agree to notify this charity as soon as possible if I do become disqualified from managing a corporation within the meaning of the *Corporations Act 2001*, or am disqualified by the Australian Charities and Not-for-profits Commissioner.

Declared at:

On:

Signature:
