



**Information Package
Non Executive Director Applicants
December 2011**

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1. Introduction

Thank you for expressing an interest in applying for a Non Executive Director's position with the Bridge Housing Limited Board. Bridge Housing Limited is an award winning not for profit community housing provider delivering affordable housing in the inner to middle ring metropolitan Sydney. We have recently undergone significant growth with a portfolio of 1500 properties. In the next three years we will be undertaking significant property acquisition and development, which will be funded through a mix of equity and significant levels of borrowings.

This information package will assist with your due diligence on Bridge Housing Limited and your application. We strongly urge you to read the Information package and related material before you contact the Chairman or the Chief Executive Officer.

2. The Position

Bridge Housing Limited is seeking applicants for a Non Executive Director position with senior level accounting (CPA or CIA) and financial skills and experience. A background in property development, capital raising and prior board experience is an advantage. Candidates must demonstrate an appreciation and understanding of:

- the not for profit environment,
- alignment with values and mission of Bridge Housing Limited, and
- the duties of a non executive director under the Corporations Act.

An understanding of the current policy framework for social and community housing is an advantage.

The position is to fill a vacancy created by a retiring Director. The successful candidate is required to be a member of the Finance, Risk and Audit Committee.

This is a casual appointment under article 8.9 *Casual Appointment* of the Bridge Housing Limited Constitution.

3. Governance

As a leading not for profit community housing provider Bridge Housing is committed to good corporate governance.

3.1 BHL Board Governance Principles

Directors and management are committed to ensuring sound governance principles are maintained and applied in Bridge Housing Limited. Bridge Housing Limited's Corporate Governance Principles are derived from the ASX's *Corporate Governance Council Principles of Good Corporate Governance*. Although we are not a listed entity the Board believes that this provides a robust governance framework. Our Governance Principles are available from www.bridgehousing.org.au.

3.2 Board Charter

Bridge Housing has a Board Charter (**Charter**) which sets out the role, responsibilities, structure and processes of the Board of Bridge Housing Limited. Our Board Charter is available from www.bridgehousing.org.au.

3.3 Directors Roles and Expectations

3.3.1 Directors Duty

Directors have a duty to ensure that:

- Bridge Housing's aims and objectives are pursued.
- Business is conducted honestly and with integrity.
- Contractual and legal obligations are met and it acts within the law.
- Bridge Housing remains financially solvent.
- The Code of Conduct and Managing Conflict of Interest Policy are adhered to.

3.3.2 Expectations of Directors

Directors are expected to:

- Understand the strategic directions and operation of Bridge Housing. This includes our Strategic and Business Plan, services and programs.
- Participate in Strategic and Business Planning.
- Demonstrate loyalty and support for Bridge Housing publicly.
- Attend Board of Directors meetings.
- Read minutes, reports and other papers necessary to be able to contribute to board considerations and discussion.
- Be prepared to join and /or contribute to any sub-committee work. The three standing sub-committees are Finance Audit and Risk; Asset and Procurement; Human Resources and Nominations Sub Committee.
- Be prepared to attend Bridge Housing functions or to attend external functions as a representative of Bridge Housing Limited.
- Attend the Australian Institute of Company Directors' Company Directors Course. Attendance is encouraged within one year of joining the Bridge Housing Board (if not completed previously). Bridge Housing will pay the course fees.

3.3.3 Time Commitment

Directors are expected to attend:

- Six board meetings. Board meetings are currently on the first Monday of every other month commencing at 6.00 pm and run for three hours.
- Subcommittees. These are held up to six times a year and run for approximately two hours quarterly.

- The Annual General Meeting. This is held in mid November and runs for up to two hours.

3.3.4 Remuneration

Directors are not remunerated however expenses associated with board meetings or Bridge Housing business will be met. Directors have access to a training budget.

3.3.5 Training

- Director's attendance at the Australian Institute of Company Directors' Company Directors Course is encouraged within the first year of service on the Board. All course fees will be paid by Bridge Housing.
- Up to \$2,000 per annum will be made available to each director to attend training relevant to their position as director of Bridge housing and /or to attend conferences which are relevant to Bridge housing business.

3.4 Letter of Appointment

Prior to commencing each Director is provided with a letter of Appointment which includes:

- Term of appointment.
- Time commitment envisaged.
- Any special duties or arrangements attaching to the position.
- Expectations regarding involvement with committee work.
- Remuneration and expenses.
- Code of Conduct and Managing Conflict of Interest Policy. Requirements to disclose Directors' interests and any matters which affect the Director's independence.
- List and biographies of fellow Directors.
- Induction training and continuing education arrangements.
- Board policy on access to independent professional advice.
- Indemnity and insurance arrangements.
- Confidentiality and rights of access to corporate information.
- A copy of the Constitution.
- An Organisation Chart / Management structure.
- A copy of the Strategic and Business Plan.

3.5 Induction

An induction program will be devised for new directors that enable them to gain an understanding of the:

- (a) Company's financial, strategic, and operational and risk management plans;
- (b) Rights, duties, and responsibilities of the directors;
- (c) Roles and responsibilities of senior executives; and
- (d) Role of Board committees.

4. Application Process

4.1 What You Need to Do

4.1.1 Meet our Skills and Experience Requirements

Bridge Housing Limited is seeking candidates who have senior level experience in accounting and financial, holding positions at Chief Financial Officer or above. A background in property development, capital raising and prior board experience is an advantage. Candidates must demonstrate an appreciation and understanding of the following:

- The not for profit environment.
- Bridge Housing Limited's values and mission.
- Duties of a non executive Director under the Corporations Act.

An understanding of the current policy framework for social and community housing is an advantage.

4.1.2 Provide Evidence of Experience and Skills

You must include the following material in your application.

- CV and academic qualifications.
- Why you wish to join the board of a not for profit entity and how your values align with those of Bridge Housing Limited.
- Your understanding of the duties of a Company Director under the Corporations Act and Bridge Housing's Governance Principles.
- How your qualifications, skills and experience will add value to the Bridge Housing Board and achieve our Mission.
- The names and contact details of two referees who will attest to your skills and experience to Bridge Housing.

4.2 Application Process

Once you have submitted your application the following takes place

- 1 Your application will be assessed by the Nomination Committee which will also undertake interviews with short listed candidates.
- 2 The Nomination Committee will make recommendations to the Board of Bridge Housing. The Board may then undertake a second interview after considering the Nomination Committee's recommendation.
- 3 Once the Board has approved the Nomination Committee's recommendation, the successful candidate will be informed by letter.
- 4 The new appointee must complete and return the Bridge Housing Membership Application and Nomination Form which will be approved by the Board at the next Meeting. The Nomination Form requires two current Bridge Housing members to nominate you. Do not be concerned if you do not know any Bridge Housing members, as board members will complete this section.
- 5 Prior to commencing, the incoming Director is required to sign Code of Conduct and Managing Conflict of Interest Policy.
- 6 Casual appointments are made under Article 8.9 *Casual Vacancy* of the Bridge Housing Limited Constitution.

5. Further Information

5.1 Reading Material

All applicants are strongly urged to read the following material prior to submitting their application as it will assist with your application and due diligence. We strongly recommend that you only contact the Chairman and or Chief Executive Officer after you have read the following material

- Annual Report 2011
- Newsletters
- Constitution
- Governance Principles
- Board Charter
- Strategic Plan 2009/12
- Business Plan 2011/12

All material is available on www.bridgehousing.org.au. If you require any further material please email directors@bridgehousing.org.au or contact Rebecca Till on (02) 9699 6055 ext: 232

5.2 Contact Details

Should you wish to contact the Chairman, Vicki Allen, or Chief Executive Officer, John Nicolades, please email directors@bridgehousing.org.au.

5.3 Closing date

Application must be submitted by email to directors@bridgehousing.org.au by close of business on 23 December 2011.