

APPENDIX 3B

POSITION DESCRIPTION - COUNCILLOR

Overview

Responsibility for the direction of Chartered Accountants ANZ is vested in the Council under the Supplemental Charter. Councillors are an important link between the governance and membership of Chartered Accountants ANZ. In fulfilling the functions of Council, they represent members by providing advice on strategic, policy and member issues. This involves being aware of and communicating issues facing and affecting the membership and profession, and contributing constructively to debate and decision-making at Council.

Role and Functions of Council

The key functions of the Chartered Accountants ANZ Council are to:

- Act as a link between the Board and the members facilitated through input from the Regional Councils in order to represent members' interests
- Provide input to the Board on the strategic direction, member issues as well as key policy issues of Chartered Accountants ANZ that will impact on members
- Appoint the Board as the legal decision-making body of Chartered Accountants ANZ and evaluate its performance
- Approve awards to members
- Appoint and evaluate the Nominations and Governance Committee.

Duties of Councillors

Councillors have two specific aspects to their role, aligning to the functions of the Council:

- Member representation
- Decision-making.

Member representation involves:

- Being aware of issues facing and affecting the membership of Chartered Accountants ANZ and the wider accounting profession, both nationally and internationally
- Use of their wider networks (personal/work) to promote, discuss and seek feedback on their perception of Chartered Accountants ANZ
- Communicating key messages to the membership and ensuring that members are made aware of issues affecting the membership and/or the profession in order to give them the opportunity to comment
- Identifying members' concerns within particular constituencies and segments through engaging with individual members, groups of members, or through formal groups and committees
- Being responsible for objectively communicating member viewpoints at decision-making forums
- Being available to members (within reason)
- Facilitating and attending member events.

Decision-making includes:

- Appointing and evaluate the Board as the legal decision-making body Chartered Accountants ANZ based on recommendations from the Nominations and Governance Committee
- Approve remuneration levels for the Directors, President and Vice Presidents
- Providing constructive input into debate and decision-making at Council
- Providing input to the Board on member and strategic issues which will impact on the membership and wider profession in all jurisdictions
- Contributing to decision-making via circular resolution when required
- Appoint Councillors and others (as appropriate) to the Nominations and Governance Committee
- Establish and monitor robust governance processes facilitated by the Nominations and Governance Committee.
- Approve the Code of Conduct.

Councillors should also have regard to the following:

- Attendance at local meetings and other regional events when possible
- Availability to members (within reason).

The principle of collective responsibility is also a requirement for Councillors. This means that although they might bring viewpoints to the table to feed into discussion, decisions must be made on behalf of Chartered Accountants ANZ as a whole. Councillors are required to support decisions of Council once made.

Councillors should ensure that they have sufficient time to prepare for Council meetings, and before committing themselves to additional duties should ensure they have the necessary time available.

If for any reason Councillors have difficulty undertaking their duties or cannot attend to a task on time, they should seek advice from Chartered Accountants ANZ through either the Governance Manager or the President.

Some examples of practical ways that Councillors can carry out their representation role are as follows:

- Being aware of issues facing and affecting the membership, Chartered Accountants ANZ and wider profession, both nationally and internationally:
 - Attendance at all Council meetings, and any meetings of any other Chartered Accountants ANZ group or committee of which they are a member
 - Review of information reports in Council agendas
 - Keeping up to date with information in relevant publications
 - Keeping up to date with issues that have potential to affect the membership or particular sections of the membership through the Chief Executive Officer and staff.
- Communicating key messages to the membership and ensuring that members are made aware of issues affecting membership and/or the profession in order to give them the opportunity to comment:
 - Identifying and raising issues at appropriate forums that require member input
 - Attending LLT meetings and other local forums and/or appropriate SIG meetings
 - Provide input into written forums, in particular regional newsletters, social media and Acuity magazine.
- Identifying member issues within particular constituencies and segments through engaging with individual members, groups of members, or through formal groups and committees:

- Having visibility within the membership by being known to members in their region as their local representative
- Attending a range of local Chartered Accountants ANZ events, such as Professional Development events, Presidential and ceremonial events
- Being proactive in arranging and attending discussion groups for members (if/when required) to discuss key issues amongst the membership
- Attending local member meetings, LLT meetings, relevant SIGs and other meetings in order to be accessible to the membership and to become aware of issues needing action
- Being easily contactable if members want to voice their views
- Being aware of whom, within Chartered Accountants ANZ, relevant member queries should be passed on to
- Liaising and working with appropriate staff when a major consultation initiative is underway.
- Being responsible for objectively communicating member viewpoints at decision-making forums:
 - Being prepared to provide a verbal summary of member viewpoints and representation activities at Council meetings
 - Working with staff to ensure that consultation statements are prepared for discussion papers where required.

A Councillor is often consulted by members in their region about matters affecting the Council and the profession generally. The handling of such matters must be a matter for judgement by each Councillor, but if the matters touch on professional conduct or discipline, Councillors must encourage the member to write to the Chief Executive Officer. This is particularly important if the matter is likely to culminate in a complaint being lodged. The same considerations apply if a Councillor is approached by a member of the public.

Ideal Skills and Competencies for Councillors

Chartered Accountants Australia and New Zealand related

- Chartered Accountants ANZ membership
- Awareness of the diversity of the organisation's membership, as well as the ability to understand / identify the impact of policies and actions on members and their sectors
- Ability to take a balanced view of issues, considering the interests of members / the profession / the public
- Awareness of the functions and policies of the organisation, its governance framework, including the Board, Council, member groups, and major Advisory Groups, as well as the legal frameworks within which it operates in both Australia and New Zealand. [Note: while this knowledge would be useful to have prior to becoming a Council member, it is not seen as a pre-requisite as it can readily be obtained on appointment].

Governance

- Awareness of good governance principles and practice, as well as the governance framework of Chartered Accountants ANZ
- Understanding of collective responsibility for Council decisions
- Ability to recognise when conflicts of interest must be disclosed.

Professional & Business Experience

- Business and financial acumen – sound business judgement and up-to-date awareness of business management practices; depth and breadth of experience that informs judgement
- Strategic thinking – ability to see the big picture and take the long-term view; strategy development skills and awareness of and commitment to the organisation's strategic objectives
- Awareness of issues and developments affecting the accounting profession and the environment in which Chartered Accountants ANZ operates, including international factors.

Personal attributes

Generic qualities applicable to any capable Council member include:

- Self-awareness
- Integrity
- Wide general knowledge
- Breadth of vision
- An inquiring mind
- Independence and objectivity of thought
- Time commitment
- Ability to work effectively within a team
- Ability to interact with members
- Good listening, communication and people skills
- Effective debate and decision-making skills.

It is expected that Council members will undertake their duties and responsibilities with commitment and professionalism. In making decisions they must consider the long-term future of Chartered Accountants ANZ.

Performance Expectations

Councillors are expected to meet the requirements of this position description and their own obligations to the governance body to which they are elected or appointed, as well as to comply with Chartered Accountants ANZ's Code of Conduct, values and By-Laws. It is expected that they will discharge their duties with regard to the following:

- Regular and full attendance, and active contribution at meetings
- Turnaround of decisions by circular resolution within specified timeframes
- Sufficient preparation for meetings, including familiarity with agenda material and background of issues to be raised
- Display core Chartered Accountants ANZ values
- Full disclosure of conflicts of interest
- Confidentiality of deliberations and decisions
- Willingness to participate in/be subject to an individual performance assessment process on an annual basis.

Expected Time Commitment for Councillors

Activity	Expectation	Estimated hours per year
Council meetings	2 face to face meetings per year – generally in Sydney or Auckland/Wellington and approximately 8 Council Highlight teleconferences	21 plus travel time
Preparation	Papers out 7 days prior to meeting date	15 reading and preparation time
Other events	Attendance at Regional Council meetings, AGM, local meetings and events	25 plus travel time
Total average commitment		61 hours per year plus travel time

Council Member Reimbursement

Councillors are not remunerated, however, each Councillor is entitled to be paid for all actual and reasonable travelling, accommodation and other expenses incurred by the Council member in connection with his/her attendance at meetings or otherwise in connection with the Council as stated in By-Law 106V.

Term of Councillor

Councillors will generally hold office for a term of three years and are eligible for re-election/appointment for one further term.

Council terms run from 1 January in the year following their appointment to 31 December in the year of conclusion of their term.