



PROGRAM HANDBOOK

“The Observership Program is in my opinion an outstanding way for the future directors of all levels of Australian business to gain experience in what to do and indeed what not to do around the board table.”

David Gonski AC (Patron, The Observership Program)

SYDNEY 2024

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ACKNOWLEDGMENT OF COUNTRY

The Observership Program acknowledges Traditional Owners of Country throughout Australia. We pay our respects to Aboriginal and Torres Strait Islander Elders past, present and emerging. We also accept the invitation in the Uluru Statement from the Heart to walk together with Aboriginal and Torres Strait Islander peoples in a movement of the Australian people for a better future.

RECONCILIATION ACTION PLAN

Our organisation is ready to embark on our reconciliation journey by developing a Reflect Reconciliation Action Plan during 2024, which will demonstrate our commitment to reconciliation with Aboriginal and Torres Strait Islander communities.

In preparation for embarking on our reconciliation journey we have completed Cultural Awareness training.

ACCESSIBILITY STATEMENT

The Observership Program is committed to ensuring user experience and accessibility for people with disability. We will continue to evolve and improve the accessibility of our Program by listening and learning from people with lived experience of disability.



WELCOME

CONGRATULATIONS WELCOME TO THE 2024 OBSERVERSHIP PROGRAM.

Your participation in the Program will provide you with a unique opportunity to develop the skills and experience to pursue leadership roles in the not-for-profit sector and the wider community.

This guide has been developed to provide information to help you prepare for the journey that awaits and to ensure that your experience is rewarding and enriching.

We want to take this opportunity to thank you for giving a portion of your precious time and talent to the not-for-profit sector.

Enjoy the year ahead. We trust it will be an exciting one.

JONATHAN GAVSHON
Founder and Chair

CATHY ROBINSON
CEO

PROGRAM DETAILS

Founded in 2014, The Observership Program facilitates the involvement of talented and energetic individuals with a diverse range of skills and backgrounds in a structured experience on not-for-profit boards. It is a powerful tool to engage emerging community leaders while giving participating not-for-profit boards insight into the next generation's perspective. Over 1,200 Observers have participated in the Program, observing on the boards of over 360 not-for-profit organisations.

The Observership Program has run in Sydney since 2014, Victoria since 2017 and Brisbane since 2022.



GENERAL INFORMATION

THE PROGRAM RUNS FEBRUARY – DECEMBER 2024

Participation in the Program requires you to attend all training sessions, board and subcommittee meetings. You are an ambassador for The Observership Program and failure to demonstrate adequate commitment jeopardises opportunities for future candidates.

Please confirm all board meeting and other key dates directly with your organisation and diarise meetings accordingly.

Please notify your employer of your participation in the Program to ensure their support when leaving the office early to attend training sessions or board meetings.

Your placement as an Observer will conclude at the beginning of December 2024 or with your attendance at your organisation's final board meeting for 2024. At the conclusion of the Program, The Observership Program will liaise with each organisation regarding the placement of a new Observer for 2025, so any further involvement with your organisation will be based on mutual agreement and outside of the formal Program.

BOARD LIAISON

Each participating board is asked to identify a Board Liaison who is responsible for being the point of contact for the Observer and for The Observership Program. If your board has not identified one for you before your first board meeting, please contact us.

Please contact your Board Liaison with any questions about serving as an Observer on the board, including details for board meetings, board expectations of their Observer, behaviour in meetings and board culture. For further information about effective engagement with your Board Liaison, please refer to The Observership Program Information Pack email.

“The Observership Program is a fantastic opportunity to learn about the role and responsibilities of an NFP Board member, plus an excellent training course and chances to network with extremely interesting and well-connected people.”

Alvaro Rodas Fernandez, Sydney Observer

PREPARATION FOR PROGRAM COMMENCEMENT

Prior to your first board meeting or the first Observership Program training session, whichever occurs earlier, please make sure you have completed the following;

1. Police Check: Provided your proof of identity documents, uploaded your consent form and completed the online form following notification received from Belinda Da Silva.
2. Familiarised yourself with the confidentiality terms of the Program.
3. Diarised all board meetings and training sessions for the year.
4. Informed your board chair and/or board liaison of any conflicts regarding board meetings.
5. Informed the Program of any conflicts regarding the training sessions.

If a board meeting and training session are scheduled for the same time, please inform your Program contact and your board contact. In case of this conflict, while the final decision will be yours to make the Program recommends attending the board meeting.





EXPECTATIONS AND ESSENTIAL INFORMATION

WHAT YOU CAN EXPECT:

- High level training for not-for-profit and government board directors delivered by partners including the Australian Institute of Company Directors (AICD) and The Ethics Centre as part of a program that includes networking sessions with high profile guest speakers and Alumni.
- A year-long program to build your experience and confidence in serving on a not-for-profit board.
- Access to experienced Board directors from both the not-for-profit and for-profit sectors.
- Possible involvement in a strategic project or board subcommittee.
- Networking opportunities with fellow and Alumni in the Program. The Observership Program will connect you with the previous year's Observer on your organisation's board.
- A rewarding professional development experience that facilitates your contribution to society in a meaningful way.

Establishing open and direct communication early on with your Board Liaison is the key to a successful Observership. Take responsibility for asking questions, clarifying expectations on both sides and in the event of any issues arising or advice needed, please contact your Program Director.

HANDY HINTS:

- Discussions that occur at board meetings are confidential. It is essential that Observers understand and respect this confidentiality. As part of your application to The Observership Program you accepted a confidentiality agreement and it is essential that you abide by the terms of this agreement.
- Please handle your role with sensitivity and only speak if either the Chair invites you to contribute or if it becomes clear that your opinion is welcome in general boardroom discussion. We encourage you to check in with the Chair or your board contact person prior to your first board meeting to discuss expectations, content and delivery of your contributions.
- Your presence at board meetings is at the discretion of the Chair. There are certain circumstances where it will not be appropriate for you to attend or participate in a board meeting or discussion. We have agreed with each Chair that in extreme cases, the Observer may be asked to leave. Please handle this request sensitively.
- We encourage you to ask the Chair or board secretary to minute that you are attending each meeting by invitation in the capacity of Observer.
- Do NOT vote in any voting matters even if asked to do so by the Chair.
- Make it clear in all dealings that you are an Observer. For example, it is recommended that when contributing to discussions you highlight your role in the following way: "In my capacity as Observer, I think that..."
- While being offered a formal board position at the conclusion of the Program can happen, it is not a pre-requisite for a not-for-profit organisation to participate in the Program and should not be an expectation of Observers.
- Our training course is designed to provide an overview of the key topics relevant to board governance, as part of a combined experience of the theory and practice of board directorship. AICD runs more in-depth courses for those interested.

“I feel that the knowledge and experience gained throughout The Observership Program is already being put to good use at work as well as in my new role as a Board Director. In general, my understanding of the role of Directors is now a lot clearer as well as the role and responsibility of ARIA and the way it's run as an organisation.”

Emily Crews, Sydney Observer



PLEASE CONTACT US IF:

- You are having trouble fulfilling your obligations to attend training and/or board meetings
- There is anything untoward, including inappropriate behaviour that occurs at your meetings that is cause for concern
- You are being asked to excuse yourself from meetings on a frequent basis
- You are not receiving a full set of materials
- You have any general concerns about your participation

We will treat the matter with utmost confidentiality and contact the organisation on your behalf to resolve these matters if appropriate.

FEEDBACK

Throughout the year we will be conducting feedback via online surveys, during the training sessions and/or by calling you directly. We appreciate your provision of any feedback requested in the specified time. Your feedback is critical for the future success of the Program. We will do the same with the participating organisations.

We also encourage you to contact us directly with any specific feedback or questions that you have at any time throughout the year.

TRAINING OVERVIEW

The Training Program is a combination of formal education sessions provided in partnership with our strategic partners the Australian Institute of Company Directors (AICD) and The Ethics Centre, that encompasses key subject areas important for not-for-profit governance and networking sessions with high profile guest speakers and Alumni.

“The Observership Program is a unique opportunity for young people to experience the complexity of governing a not-for-profit organisation whilst also offering the opportunity to utilize the skills and enthusiasm of the Program participants. It’s a real win/win.”

Phil Butler, Sector Leader, Not-for-Profit, AICD

KEY DETAILS

There are eleven sessions, including the launch, in the training program during year, some are held in the CBD starting at 5.30pm for a 6.00pm start and concludes at 8.30pm. The online sessions commence at 6pm and last up to 90 minutes.

Training sessions encompass key subject areas essential for not-for-profit governance, including:

- Directors’ duties and responsibilities;
- Finance;
- Strategy;
- Risk; and
- Ethics

Guest speakers with significant experience on not-for-profit and for-profit boards are invited to share personal and professional insights with Observers at training sessions.

All sessions are **MANDATORY**. A Certificate of Attendance will be provided to those Observers who complete the training program in full.

If under extenuating circumstances, you are unable to attend any of the sessions please contact us. This includes arriving late or leaving early. Access to the training venues after hours can be restricted so latecomers will not always be able to enter easily.

Information about the Program’s scheduled training sessions will be sent to all Observers. Any changes to these sessions will be communicated. Special events and sessions will be communicated separately.

“It is the theoretical, tailored training component, added to the practical experience of sitting on a board as an observer for a year that makes The Observership Program unique in this country.”

Cathy Robinson CEO,
The Observership Program

OUR TRAINING PROVIDER (AICD)

AICD develops the content and materials for The Observership Program training sessions and provides expert facilitators.

AICD’s purpose is to strengthen society through world class governance and to be the independent and trusted voice of governance.

Where available, links to webinars and other course materials will be distributed via AICD’s database.

AICD’s principal activities include:

- Education;
- Conducting professional development programs and events for boards and directors;
- Producing publications on director and governance issues; and
- Developing and promoting policies on issues of interest to directors.

The AICD has more than 51,000 members. Members include directors from such diverse organisations as ASX-listed companies, government bodies, not-for-profit organisations, public sector entities, family-owned/private companies and entrepreneurial ventures.

To find out more about the AICD, visit www.aicd.com.au



John Atkin FAICD, Chair, AICD

OUR TRAINING PROVIDER (THE ETHICS CENTRE)

The Ethics Centre is proud to contribute to The Observership Program as a Strategic Partner and a provider of specialist ethics training for the Observer cohort. The Ethics Centre is a non-profit organisation founded 30 years ago to raise the ethical standards of Australian business. The organisation has grown to encompass a broad spectrum of activities including consulting, education and training, counselling, thought leadership and major events. They’ve provided ethics tools and training to the military, primary schools, trade unions and non-profits. Many of Australia’s largest companies have called on The Ethics Centre for specialist advice and insights.

For the past decade The Ethics Centre has presented the popular IQ2 debate series and the internationally renowned Festival of Dangerous Ideas. The Ethics Centre operates Ethi-call – a free helpline available to anyone struggling with an ethical dilemma – and they recently launched a new corporate membership program, The Ethics Alliance. To find out more about The Ethics Centre, visit www.ethics.org.au.

TRAINING TIMETABLE SYDNEY 2024

Online sessions will be held form 6.00pm – 7.30pm. In person training sessions will be held from 5.30pm arrival for a 6.00pm start and concludes at 8.30pm, unless otherwise advised.

DATE	SESSION	LOCATION	GUEST SPEAKER/ FACILITATOR
TUESDAY 20 FEBRUARY	2024 Program Launch Event	Art Gallery of New South Wales	David Gonski AC
WEDNESDAY 6 MARCH	Duties and Responsibilities for NFP Directors	Online	Trent Bartlett, AICD Facilitator
TUESDAY 26 MARCH	Strategy for NFP Directors	Online	Rosina Hislop, AICD Facilitator
WEDNESDAY 3 APRIL	Networking Session	Face to Face	Cathy Robinson, CEO, The Observership Prog.
WEDNESDAY 10 APRIL	Finance for NFP Directors	Online	Roslyn Jackson, AICD Facilitator
WEDNESDAY 1 MAY	Risk for NFP Director	Online	Rosina Hislop, AICD Facilitator
THURSDAY 30 MAY	Ethics in Governance	Online	Dr Simon Longstaff AO Executive Director, The Ethics Centre
TUESDAY 25 JUNE	AICD Q & A Session	In Person	Panel of Directors
THURSDAY 15 AUGUST	Theory of Change and Leadership Session	In Person	Leadership Space Facilitator
WEDNESDAY 30 OCTOBER	Next steps to Board Directorship & Networking	In Person	Panel of Alumni
WEDNESDAY 4 DECEMBER	End of Year Networking Event with Guest Speaker	In Person	Joseph Skrzynski AO

NOTE: Dates may change – final confirmation will be provided to Observers prior to each session.

THANK YOU

The Observership Program relies on the generosity and support of our network for every aspect of our work: current and former Observers; company directors, philanthropists, foundations, businesses, not-for-profit organisations and social enterprises who share our commitment to create a passionate, motivated and diverse community of future leaders.

Thank you for making our work possible.

PROGRAM ALUMNI

Andrew Ah Toy
Guillaume Babilie
Tomaj Bayat
Jacqueline Brewer
Mathew Camilleri
Gabrielle Cardwell
Melissa Chan
Sonya Clarke
Emily Crews
Helen Dai
Andrew Da Silva
Paul Devlin
Evrithki Diinis
Rob Dunderdale
Mary Fifita
Dr Tom Gole
Peter Graf
Rob Haggett
Phil Hughes
Tina Kazmer
Anatoly Kirievsky
Aimee Lindfield
Whitney Merchant
Ben Neumann
Andrew Olsen
Andia Petropoulos
Emma Pollard
Shira Raber
Hema Raman
Sophie Robertson
Alvaro Rodas Fernandez
Gemma Ryan
Sophie Stern
James Stewart
Caroline Thompson
Nick Tubb
Duean White
(First People's Consultant)

COMPANY DIRECTORS; PHILANTHROPISTS; SOCIAL ENTERPRISES | GUEST SPEAKERS & PANELLISTS

Tim Beresford
Lisa Chung AM
Lisa Cotton
Alison Deans
Jonathan Gavshon
Marina Go
David Gonski AC
Dr Simon Longstaff OAM
Laurence Marshbaum OAM
Louise McElvogue
David Pumphrey
Katrina Rathie
Suzie Riddell
Rebecca Russell
Brian Schwartz AM
The late Peter Shorthouse
Joseph Skrzynski AO
Jeremy Tobias
Leanne Wallace

NOT-FOR-PROFITS; BUSINESSES; GOVERNMENT | HOSTING PROGRAM TRAINING & EVENTS

Arnold Bloch Leibler
Art Gallery of New South Wales
BCG
Belvoir St Theatre
Crestone Wealth Management
K&L Gates
PwC
Social Ventures Australia
UBS

VIDEO CONTRIBUTORS

Lucy Duncan
Jacob Gabriel
Moana Leilua
Wambui Migwe
Tahj Richardson
Chris Sequeira
Callum Steele





STRATEGIC PARTNERS

AUSTRALIAN
INSTITUTE
of COMPANY
DIRECTORS

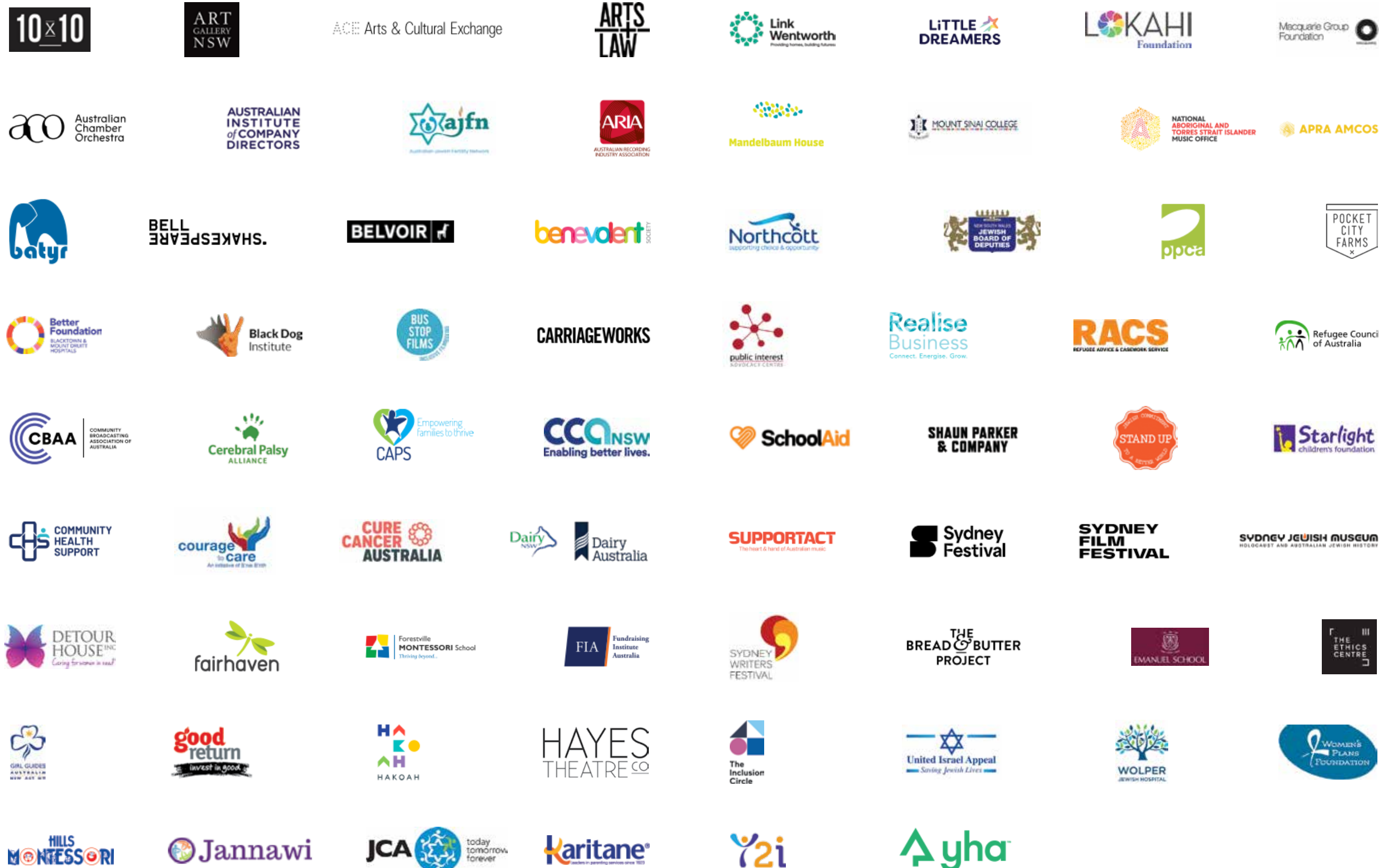


CORPORATE PARTNERS



PARTICIPATING BOARDS

THERE ARE 70 NOT-FOR-PROFIT BOARDS PARTICIPATING IN THE 2024 PROGRAM.



FOR NOT FOR PROFITS

We are delighted to be working with you for the 2024 Program. This information is intended as a helpful summary of what's involved for a board participating in the Program. It also offers ways of maximising the value of participation for organisations and extending learning and development for Observers based on the experiences of boards participating in the Program over a number of years. We hope you find it useful.

ESSENTIAL INFORMATION FOR PARTICIPATING BOARDS

- Organisations are paired with Observers for a 12-month period. Observers are selected and carefully matched with organisations, based on nominated skills and/or profile preferences.
- The Observership begins with the first board meeting of 2024 and finishes with the last.
- As part of the application, Observers agree to the Program's confidentiality terms. Organisations are at liberty to request a copy of the terms and/or to ask Observers to sign the organisation's own confidentiality agreement.
- The Program conducts a Police Check for all Observers. Observers are advised that organisations may also seek additional checks such as Working with Children Checks.
- During the Observership year, organisations facilitate Observers attending all board and any relevant subcommittee meetings as non-voting members so they can both contribute and learn about fundamental principles and functions of not-for-profit boards, the role of board members, the decision-making process and governance priorities.
- Where board meetings move between cities and or countries and board members are supported to attend these meetings In Person, we request that Observer attendance at these meetings is facilitated and supported by the host organisations.
- Observers participate in a training program alongside their board Observership. AICD facilitates four sessions and The Ethics Centre, one session. Further sessions are facilitated by the Program and feature keynote speakers. Opportunities for networking among Observers and peer-to-peer learning are provided via the In Person sessions. All training sessions are mandatory. Please refer to page 10 for an outline of the training program.
- The 2023 Board Participation Agreement can be found here.

HINTS FOR ENGAGING OBSERVERS

Here are some example of best practice and ways boards and Observers can maximise contribution and governance learning throughout the Observership year.

- The Chair/Board Liaison meets their Observer prior to the first Board meeting to induct the Observer into the organisation and the operations of the board;
 - If a board induction pack is available, do share with the Observer. A formal or informal induction, advising on both your board culture and expectations of your Observer's participation in meetings prior to the first board meeting is essential for learning and engagement;
 - Please discuss areas of potential contribution either prior to, or in the early stages of the Observership to set expectations and lay the foundations for the best possible Observership experience for all parties;
 - Joining a sub-committee and/or special strategic project at the beginning of the year provides an opportunity for the Observer to engage with meaningful work undertaken by the board and supports their engagement with and contribution to the organisation.

- It is at the Board's discretion to solicit input from the Observers during meetings. All Observers are briefed to contribute once invited to do so on the terms provided by the organisation. These could include:
 - As and when invited to do so by the Chair;
 - As and when the Observer feels they have something to offer;
 - Some boards set aside time at the end of the meeting for the Observer to reflect on discussions and to share perspectives.

THE PROGRAM STIPULATES THAT:

- Board minutes note that Observers are present in the capacity as Observers and not as Directors. When a vote is taken, please make clear that Observers do not vote;
- Where a training session clashes with a board meeting, Observers are advised to prioritise Board meetings;
- Feedback calls with Observers take place early in the Program cycle to check everything is on track;
- A call will be scheduled with the Board Liaison for feedback on your Observer and to ascertain ongoing participation of your board in the 2025 Program;
- Board Liaisons are asked to contact the Program in the event any issues arise, including any non-attendance other than due to extenuating circumstances for which an apology is received.

BENEFITS OF PARTICIPATION:

- Participate in developing the next generation of leaders in the non-profit sector;
- Inject a younger, diverse perspective into the boardroom;
- Looking at the year ahead, strategically select an Observer with a particular skill set eg: New technology, data analytics, Digital marketing/coms, social media, law, finance, government policy etc. to assist with specific areas of board work;
- Engage through the "matching process" with a diverse pool of emerging leaders with a view to addressing any areas of board underrepresentation;
- Involve your Observer in a hands-on strategic project to deliver concrete benefits to the organisation;
- Invite your Observer to contribute in areas relating to their skill set through subcommittee involvement;
- Strengthen your board renewal strategy with no ongoing commitment to retain the Observer at the end of the 12-month Program;
- Retain the option to invite your Observer to join the board at the end of the 12-month period and/or invite them to stay on in an advisory or voluntary capacity;
- Recruit from the Program's 1,000 "board ready" alumni pool who are actively seeking ongoing and meaningful engagement with the Not-for-Profit sector;
- Use the Program as a tool to develop the organisation's own leadership stream by encouraging emerging leaders from within the organisation to apply to be placed with other not-for-profit boards.

Please contact:

CEO, THE OBSERVERSHIP PROGRAM
CATHY ROBINSON

Email: cathy.robinson@observership.com.au

LEGAL RESPONSIBILITY AS AN OBSERVER

Each organisation has been encouraged to review its Directors' and Offices' insurance, including potential coverage of you as an Observer.

The Program has sought legal advice on the potential liability associated with serving as an Observer and whether this role could be considered akin to the role of a Shadow Director under the Corporations Act 2001 (Cth) (the Act).

SHADOW DIRECTORS

In the ordinary course, a director is a person who has been formally appointed to act as a director of a company or a body. However, the definition of a director under the Act extends to a shadow director.

A person who is not validly appointed as a director will be a shadow director if they either act in the position of a director or if the directors are accustomed to act in accordance with that person's instructions or wishes. A person is not a shadow director merely because the directors act on advice given by the person in the proper performance of functions attaching to the person's professional capacity, or the person's business relationship with the directors or the company.

When determining whether a person is a shadow director, regard should be had to a variety of factors including whether:

- (a) there is a causal connection between the instruction or the wish of the person and the directors acting on it, though it is not sufficient if the act that was specified in the instruction is something the directors would do irrespective of the instruction;
- (b) there is "habitual compliance over a period of time"; and
- (c) the directors collectively are accustomed to act on the person's instructions or wishes.

ARE OBSERVERS SHADOW DIRECTORS?

In the course of the 12 month Observership Program, Observers are not appointed to act as directors of the companies or bodies that they are paired with.

Given that an Observer has no voting rights and only attends board or committee meetings to observe the workings of a Board as a learning experience, it is unlikely that an Observer will be found to be acting as a director of the partnership, company or body.

Additionally, the word accustomed implies that there must be a pattern of conforming to the wishes of the person, rather than a single instance.

Given that the extent of the Observer's relationship with the Board will be confined to a 12 month period, it would appear unlikely that the Observer would be able to exert a pattern of influence such that the directors who are formally appointed to the Board would be in the habit of complying with the wishes of the Observer. Accordingly, we have received legal advice stating that in the absence of any additional facts, an Observer would not be considered to be a shadow director and thereby exposed to any liability that follows from being a director under the Act.

OUR GOVERNANCE

The Observership Program is a company limited by guarantee with an independent board and it registered with the Australian Charities and Not-for Profit Commission (ACNC).

BOARD DIRECTORS: Jonathan Gavshon (Founder and Chair), Alison Deans, Conor Foley (2017 Observer), Dennis Goldner AM, Suzie Riddell and Joseph Skrzynski AO.

David Gonski AC, Jillian Segal AO and Peter Joseph AM are the Program Patrons.

The board of the Observership Program hosts observers each year.



CONTACT US

SYDNEY

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PHOTOGRAPHER Giselle Haber: 2017 – 2023 Sydney Program Launch

