



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)

BRISBANE 2025

 The
Observership
Program™

CONTENTS

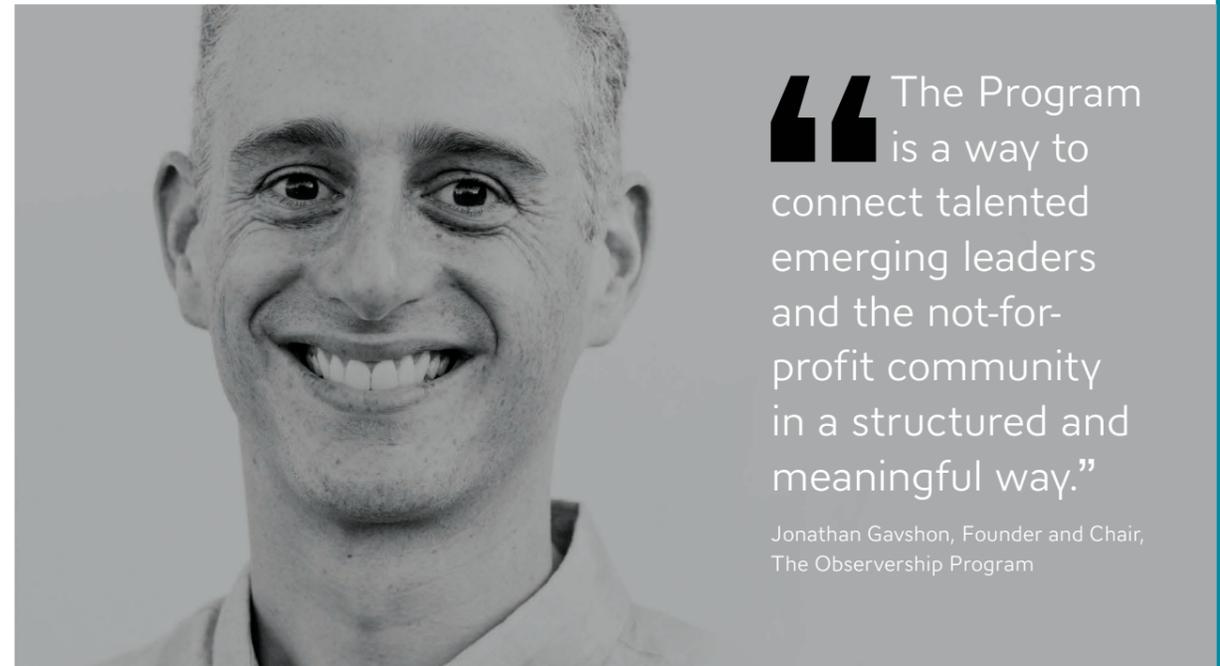
Welcome	3
Program Details	3
Information for Observers	4
Training Overview	8
Thank You	11
For Host Boards	18
Legal Responsibilities as an Observer	20
Our Governance	21
Contact Us	21

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.

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 2025 OBSERVERSHIP PROGRAM.

Congratulations on being selected for The Observership Program and welcome to a community of emerging leaders who are shaping Australia’s future through more diverse and representative boardrooms. Through your involvement in the Program, you’ll gain firsthand board experience and develop practical governance capabilities that will open pathways to future leadership roles and allow you to make meaningful contributions to Australian boardrooms.

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 trust the year ahead will be an exciting and rewarding journey.

JONATHAN GAVSHON
Founder and Chair

CATHY ROBINSON
CEO

PROGRAM DETAILS

Since 2014, The Observership Program has connected talented and accomplished individuals from diverse backgrounds with boards seeking fresh perspectives and contemporary skills. Through structured 12-month placements, the Program cultivates emerging leaders while enabling boards to benefit from next-generation thinking.

More than 1,400 Observers have gained valuable boardroom experience across 380 organisations throughout Australia. Starting in Sydney, the Program expanded to Victoria in 2017 and Brisbane in 2022.



GENERAL INFORMATION

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.

At the conclusion of The Program, The Observership Program will liaise with each organisation regarding the placement of a new Observer for 2026, 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/contact 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



FOR OBSERVERS EXPECTATION 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 Observers 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/contact 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 host 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 session provided in partnership with our strategic partners, the Australian Institute of Company Directors (AICD) and The Ethics Centre, that encompassing key subject areas important for not-for-profit governance alongside networking session with high 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 utilise the skills and enthusiasm of the Program participants. It’s a real win/win.”

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

KEY DETAILS

The training program consists of eleven sessions throughout the year, including the launch event.

In-person CBD sessions run from 6:00pm to 8:30pm (arrival from 5:30pm), while online sessions are 90 minutes, starting at 6:00pm.

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.

We will send you details of all training sessions and notify you of any changes. Special events 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 PARTNER (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 contributes to The Observership Program as a Strategic Partner.

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



Naomi Edwards FAICD, Chair, AICD

OUR TRAINING PARTNER (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 BRISBANE 2025

Online sessions will be held from 6.00pm - 7.30pm (AEST). Face to Face 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
WEDNESDAY 19 MARCH	AICD Duties and Responsibilities for NFP Directors	Online	Sally Howe, AICD Facilitator
WEDNESDAY 2 APRIL	AICD Finance for NFP Directors	Online	Roslyn Jackson, AICD Facilitator
WEDNESDAY 16 APRIL	AICD Strategy for NFP Directors	Online	Rosina Hislop, AICD Facilitator
WEDNESDAY 30 APRIL	AICD RISK for NFP Directors	Online	Nic Carr, AICD Facilitator
TUESDAY 15 JULY	2025 Program Launch Event	Riverside Centre, Level 9, 123 Eagle Street, Brisbane	Facilitator TBC
THURSDAY 12 JUNE	Ethics in Governance	Online	Dr Simon Longstaff AO, Executive Director, The Ethics Centre
TUESDAY 16 SEPTEMBER	Theory of Change and Leadership Session	Riverside Centre, Level 9, 123 Eagle Street, Brisbane	Barbara Barkley, Leadership Space
TUESDAY 11 NOVEMBER	Next Steps to Board Directorship and Networking	Online	Panel of Alumni
THURSDAY 4 DECEMBER	End of Year Networking event with Guest Speaker	Riverside Centre, Level 9, 123 Eagle Street, Brisbane	Speaker TBC

NOTE: *Please note dates are subject to change.

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 Fifta
Dr Tom Gole
Peter Graf
Anshika Grover
Rob Haggett
Phil Hughes
Tina Kazmer
Anatoly Kirievsky
Tom Levi
Aimee Lindfield
Whitney Merchant
Kym Middleton
Ben Neumann
Andrew Olsen
Andia Petropoulos
Emma Pollard
Zane Pratt
Josh Preece
Shira Raber
Hema Raman
Sophie Robertson
Alvaro Rodas Fernandez
Gemma Ryan
Kushlani Sitsabesan
Sharanya Srikanth
Sophie Stern
James Stewart
Caroline Thompson
Nick Tubb
Arthur Wang
Duean White
(First People's Consultant)

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

Tim Beresford
Lisa Chung AM
Lisa Cotton
Alison Deans
Kate Dundas
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

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

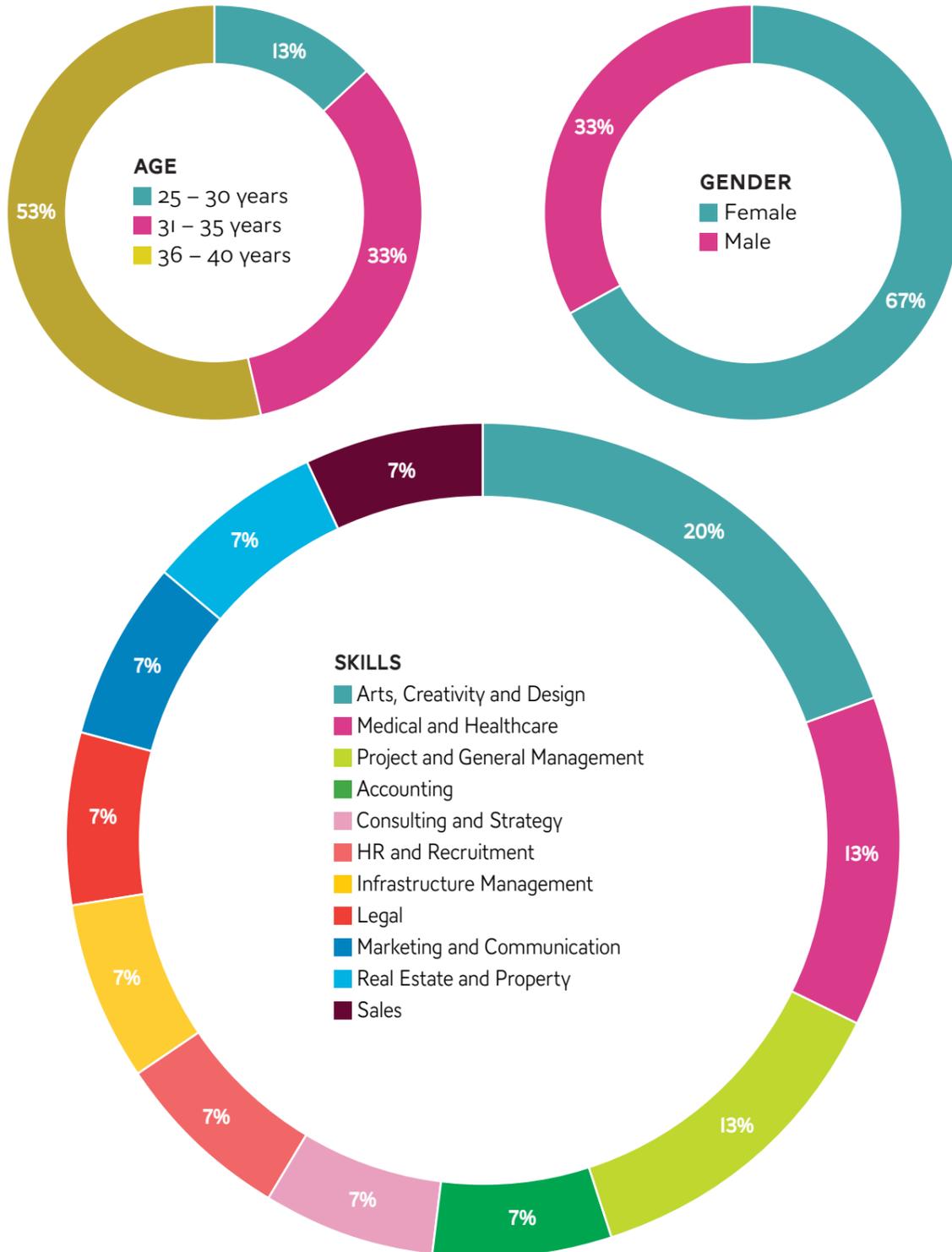
VIDEO CONTRIBUTORS

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



2025 OBSERVERSHIP PROGRAM – A SNAPSHOT

THERE ARE 15 OBSERVERS AND PARTICIPANTS IN THE PROGRAM.
A BREAKDOWN OF THE PROFILE OF THE COHORT IS BELOW:



STRATEGIC PARTNERS

AUSTRALIAN INSTITUTE of COMPANY DIRECTORS



CORPORATE PARTNERS



Owner and Operator of Westfield in Australia and New Zealand

PHILANTHROPIC PARTNERS

We gratefully acknowledge philanthropic funding for The Program's Pathways to Board Directorship Initiative to assist people with disabilities into board roles.

We gratefully acknowledge The Skrzynski Foundation's support for the Alumni and Board Search Programs.

PARTICIPATING BOARDS

THERE ARE 11 NOT-FOR-PROFIT BOARDS PARTICIPATING IN THE 2025 PROGRAM.



OBSERVER PROFILES



DANIELLE AH BOO QMUSIC

Danielle is a proud Torres Strait Islander woman born and raised on Thursday Island with ancestral ties to the Samsep, Dhoeybaw, Maluligal, and Kulkalgal clan groups. She is driven by a deep passion for empowering First Nations peoples and communities. Currently, Danielle serves as the Head of the Aboriginal and Torres Strait Islander Unit at Screen Queensland, where she dedicates her efforts to supporting and elevating the voices of First Nations creatives. In addition, she is the Co-chair of Reconciliation Queensland and has recently been appointed to Brisbane Festival's Indigenous Advisory Group.



BRIONY BEAUMONT COMMITTEE FOR BRISBANE

Briony (Bee) Beaumont GAICD is the Director of the Office of the Vice-President (Advancement and Community Engagement) at The University of Queensland, with expertise in governance, operations, and strategic partnerships across the public and higher education sectors. She has taught at Queensland University of Technology, where she earned a Master of Business Process Management with distinction, and now serves on the QUT Technology Industry Advisory Group for the QUT Information Systems School. Bee also serves as a Trustee of The University of Queensland UK Trust, advancing research and education with UK-based donors, alumni and community.



LANA ELLIOTT AMA QUEENSLAND FOUNDATION

Lana is a health policy and systems specialist with a sustained commitment to improved health equity. She has worked in various health policymaking, strategic planning, program management, and academic capacities in Australia and across the Pacific region. Informed by her background in human rights, international relations and public health, Lana is driven by a strong sense of social justice, and she embraces opportunities to work in partnership to address complex global health challenges.



KATRIINA HEIKKANEN QMUSIC

Katriina is a proud Worimi woman with extensive experience in Aboriginal and Torres Strait Islander advocacy. She is the Indigenous Business Leader for GHD and formerly a Senior Manager at the Australian Football League for over thirteen years who specialises in inclusion initiatives, primarily across the Indigenous portfolios. She is actively involved on the boards of Community Resources and Tranby and has completed the AICD Company Directors Course. Katriina's personal interests include supporting young Aboriginal and Torres Strait Islanders, spending time with family and friends, and cooking.



ROWAN HEYDON-WHITE CIRCA CONTEMPORARY CIRCUS LTD

Rowan is a learning designer, expert facilitator, coach and creative with two decades of international experience in the performing arts. She integrates creative practices with business methodologies and psychology, to push the envelope around what's possible in leadership and organisational development.



ASHISH JOSEPH BOARD OF BENEVOLENCE - HAND HEART POCKET

Ash is a banking and finance lawyer at PwC with extensive experience in debt and capital markets. Ash has considerable experience, in both his professional and personal capacities, in assisting the not-for-profit sector and has a demonstrable passion for education, disability support and sports and recreation. Ash hopes to use his experience in the Observership Program as a springboard to learn how to best make a significant contribution to his community, that has given him so much in return. Ash enjoys social sport, reading, days at the beach and eating great food.



SUSAN LEONG BRIC HOUSING

Susan is a Certified Practising Accountant (CPA) for 19 years, experienced in financial accounting, taxation, regulatory compliance and general administration. She has worked in government and multi-national corporates in Australia and abroad in the UK and Singapore. Recently Susan has turned her attention to an interest in the not-for-profit sector which was forged in her university days when she wrote a dissertation on the taxation of Charitable and Not for Profit organisations. Susan is married with two daughters and lives with Cerebral Palsy which drives her desire to meaningfully contribute to spaces that value resilience, empathy and diversity.



ELISHA MCGRATH KYABRA

Elisha is a Regional Marketing Manager with extensive experience in marketing across the retail industry, including associations, retailers and real estate. Elisha is passionate about people; specifically what influences customer behaviour and decision making and leading, developing and mentoring large teams and future leaders. As part of her role at Scentre Group, Elisha leads the Marketing and Capability Development Program across Australia and New Zealand and, in her spare time, is passionate about animal welfare, mental health awareness and listening to podcasts (specifically *The Knowledge Project*). Elisha holds a Bachelor of Business in Marketing from the Queensland University of Technology.



PATRICK MURPHY AMA QUEENSLAND FOUNDATION

Patrick is a proud Jinibara man with extensive public service experience in property valuation and native title. Patrick is committed to helping organisations improve outcomes and relationships for Aboriginal and Torres Strait Islander people. He recently contributed to the development of culturally safe environments for Aboriginal and Torres Strait Islander board and committee members within the Australian Health Practitioner Regulation Agency. Patrick holds a Bachelor of Applied Science and a Graduate Certificate in Public Sector Management, from the Queensland University of Technology. He is an avid reader and enjoys the arts, with a background in classical music.



SARAH RIZKALLAH ARAFMI

Sarah Rizkallah is a dedicated clinical psychologist with experience in the not-for-profit and government sectors. Sarah is passionate about value-based practice and is committed to equity, safety, and inclusiveness. She currently works with the Childrens Hospital Queensland, supporting young people in the youth justice system. She is dedicated to advocating for mental health awareness and providing support for those without ease of access. Sarah aims to bring these skills into her role as a director, helping boards embed values into policy and compliance and considering a risk-needs model in ethical practice. Sarah enjoys reading, gaming, wine and the arts.



BHOSTEN SAVAGE BOARD OF BENEVOLENCE – HAND HEART POCKET

Bhosten is a proud Indigenous Australian with Aboriginal ancestry from the Bidjara and Dunghutti nations and Torres Strait Islander ancestry. Bhosten is currently a Project Engineer at John Holland and holds a Bachelor of Urban Development (Honors) and a Master of Project Management. Bhostens goal is to be a leader at the forefront of delivering infrastructure to remote and regional communities in Australia that enables the economic self-determination of Indigenous Australians along with the legacy that infrastructure provides future generations in these communities to access education, healthcare, and economic opportunity.



LAUREN STANTON PROTECT ALL CHILDREN TODAY

Lauren is a values-led and purpose-driven leader with a proven track record in people development, talent strategy, culture change, leadership and coaching. With more than 15 years experience across HR, marketing and communications, Lauren holds enterprise-level expertise across the domains of people and culture, financial and risk management, strategy and leadership. Lauren is currently the Oceania Talent Leader at EY, and has held committee leadership roles within EY Unity and Gender Networks. Outside of work, Lauren is an avid reader and budding gardener who loves to travel and spend time with her family.



EVAN TURMAN GIRL GUIDES QUEENSLAND

Evan is a Global Account Executive at Microsoft driving digital transformation with one of the worlds largest mining organisations. Previously, he led cloud economics and investments for the Finance team at Microsoft and established global governance for the function. Evan graduated from the University of Pittsburgh, where he earned dual degrees in Finance and Accounting, with a certificate in Analytics. Evan has a history of partnering with not-for-profit organisations focused on creating equitable economic, educational and career opportunities for individuals from disadvantaged backgrounds. He and his partner, Jenay have moved to Brisbane from Washington, USA and are outdoor enthusiasts.

PARTICIPANTS

THOMAS KELLY KARUL PROJECTS

Thomas is a proud Minjungbal, Wiradjuri and Ni-Vanuatu man from Australia. Thomas graduated in 2012 from NAISDA Dance College and has worked professionally for many companies and esteemed artists. In 2017 he co-found Karul Projects Dance Theatre and is the current Artistic Director.

TAREE SANBURY KARUL PROJECTS

Taree is an artist and emerging choreographer. and a graduate of NAISDA Dance College. Taree's is from Kurna, Narungga and Ngarrindjeri nations. In 2018 Taree became Associate Artistic Director of new performing arts company Karul Projects. Taree has performed in numerous Karul Project's works including [MIS]CONCEIVE, CO_EX_EN, WEREDINGO and more recently SILENCE's national tour in 2023.

“ The Program is a wonderful opportunity for personal development as participation exposes you to a diverse community of NFP leaders who are regularly making decisions that have a broader impact on society. The knowledge and skills that you pick up as an Observer can't be taught in a classroom. By observing boards in action, you will learn how to be a better leader, a better listener and have a broader array of skills through which to apply when making decisions in any sector. The formal training program is comprehensive in nature and when applied alongside the practical observing of a board, is the perfect catalyst for a person to want to make a difference in whatever leadership role they are pursuing.”

Kate Stewart, Observer, joined FareShare following her Observership

“ We received approval from the Victorian Government to appoint Anna Pitt, our 2019 Board Observer to the Victorian Opera Board. Anna stayed on our Marketing Committee in 2020 after her official Observership ended and she has continued to attend Board meetings as an Observer since that time. Based on her skills and contribution, we decided earlier this year to propose her to the government as a full Board member. We are delighted that her appointment was approved and are excited to welcome her to the Board. We have been very happy with the quality of our Observers since joining the Program in 2017.”

Grant Powell, Board Director, Victorian Opera

A NOTE FOR HOST BOARDS

We are delighted to be working with you for the 2025 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

- Observers are carefully matched with organisations based on their skills and interests for a 12-month placement.
- The Observership begins with the first board meeting of 2025 and finishes with the last.
- While Observers sign the Program's confidentiality agreement, organisations may also request these terms or require their own confidentiality agreements.
- All Observers undergo a Police Check, and are advised that organisations may require additional screening 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 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 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 training 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.
- For a copy of the Board Participation agreement, please contact Rachel Exton.

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 next year's Program;
- Board Liaisons are asked to contact the Program if 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/communications, 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 1,400 "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:

PROGRAM LEAD, NSW AND BRISBANE
RACHEL EXTON

Email: Rachel.exton@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 In the course of their 12 month Observership, participants 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 is 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, Ronny Andrade Parra 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

**RACHEL EXTON, PROGRAM LEAD,
NSW AND BRISBANE**

Email: rachel.exton@observership.com.au

Phone: +61 2 9241 6874

Mobile: 0447 592 515

BELINDA DA SILVA (PROGRAM MANAGER)

Email: belinda.dasilva@observership.com.au

Phone: +61 9241 6874

Mobile: 0414 516 587

PHOTOGRAPHER Giselle Haber: 2017 – 2023 Sydney Program Launch



“ The Benevolent Society is delighted to be participating for the second year in the Board Observership program. Applicants to the program are high calibre and well matched to the organisation, such that it was very difficult to select from those we interviewed. The program delivers great benefit to us as an organisation in identifying candidates who offer great energy, fresh perspectives and a range of expertise to apply to specific projects and our activities generally. In return, The Benevolent Society aims to provide the board observer with a rich and engaging board experience sitting at the table with seasoned directors who have a wide range of experience and expertise and in-depth learning about our sector and its challenges. In this way, we are helping to develop board directors of the future.”

Lisa Chung, Former Chair, The Benevolent Society – Participating Not-For-Profit in 2016 – 2025



“ 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 its run as an organisation.”

Emily Crews, Former Observer

“ AICD’s training throughout the year teaches Observers core governance principles you can apply immediately. It’s a crucial part of the overall experience, giving you both practical skills and a kind of best-practice framework to compare and contrast with your real life board experience.”

George Downing, Former Observer

