



Casey
Cardinia
Libraries

Information Pack

Expression of Interest

Casey Cardinia Library Corporation Board

Non-Executive Independent Board Member Recruitment

Four-year tenure commencing July 2023

Casey Cardinia Library Corporation ABN 38 577 892 449 (CCLC)

Casey City Council ABN 43 320 295 742 (Council)

Acknowledgement to Country

The City of Casey and Casey Cardinia Library Corporation proudly acknowledge the traditional owners, Casey's Aboriginal communities and their rich culture and pays respect to their Elders past, present and future. We acknowledge Aboriginal people as Australia's first peoples and as the traditional owners and custodians of the land on which we work and live.

Introduction

Thank you for your interest in becoming a Non-Executive Independent Board Member of the Casey Cardinia Library Corporation (CCLC).

After the recent withdrawal of Cardinia Shire Council from the Regional Library Agreement in November 2022, CCLC is working closely with the remaining member, Casey City Council, to increase skills, knowledge, behaviours and community representation on the CCLC Board (the Board).

Casey City Council (Council) is seeking two (2) Independent Members for the Board (Independent Members). The Board aims to elect one (1) Independent Member to the position of Chair of the Board.

The Board will also include an additional three (3) members appointed by the Casey City Council (Council Members).

The Board is guided by the CCLC Regional Library Agreement and the Board Governance Policy.

The annual budget of CCLC in 2022–2023 is \$12,326,022. This included Cardinia Shire Council contributions, however with their withdrawal from the Regional Library Agreement in November 2022, the budget will decrease by around 25%.

CCLC currently have approximately 112 paid staff.

Independent Members of the Board shall be eligible to be remunerated, with the annual remuneration to be recommended by the Board to the Chief Executive Officer of the Council for endorsement. The indicative remuneration is:

- \$1000 per calendar month for an Independent Member appointed as Chair
- \$666 per calendar month for an Independent Member appointed as a general member of the Board.

The appointment of Independent Members to the Board enables the Board to provide advice to CCLC on matters related to its responsibilities and is based on broader skills and experience than might otherwise be the case and in so doing bring additional benefits to the Casey community.

The role of Independent Member is a newly created role. As a result, expressions of interest are invited from suitably qualified and experienced persons to fill this position.

About the City of Casey

The City of Casey is the most populous and second fastest growing Local Government Area (LGA) in Victoria and covers 396.66 sqKm, showcasing well-established urban areas and green peri-urban growth front. This makes Casey a fast changing, vibrant and diverse city to live in.

As of 2022, the total population forecasted for Casey is 390,793 people. Casey is expected to experience continued growth with a total population of 401,012 in 2023, increasing to 549,190 in 2041.

There are an estimated 122,206 families and 126,372 dwellings in the City of Casey in 2021. It is expected that there will be 183,267 families and 191,242 dwellings in the City of Casey by 2041.

The City of Casey is home to a diverse community, including:

- 1941 Aboriginal and Torres Strait Islander people
- More than 100 faiths are represented in Casey
- 36% of Casey residents speak a language other than English at home
- 10% of Casey's population care for a person living with a disability
- An estimated one in seven residents live with some form of mild to severe disability
- 15,000 Casey residents identify as part of the LGBTIQ+ communities
- Casey is home to 32,566 local businesses
- 157.39 hectares of nature reserves are managed by the City of Casey.

The City of Casey is governed by a panel of administrators, as appointed following the passing of the Local Government (Casey City Council 2020) Bill by the Victorian Parliament on 19 February 2020 and the subsequent dismissal of Casey Councillors. The panel of administrators will remain until October 2024.

Council's Long-Term Community Vision 2031 is to become a more connected, bold and resilient community. With this in mind, Council plans and delivers services to its local community in health, planning and building control, business and economic development, waste and environmental management, and human and community services.

In 2022, Council re-appointed CCLC to deliver public library services to the Casey community and support them in becoming a sector-leading library service and a compliant entity as required under the Local Government Act 2020.

The Local Government Act 2020 requires the current regional library model to be changed in the coming decade with library services delivered to the community managed through an alternative legal entity governance model.

Council is the primary funding body to CCLC, providing significant funding for operational costs.

About Casey Cardinia Library Corporation (CCLC)

Public Libraries are expected to do much more than curate collections and lend books. In a time of rapid change, libraries have a core role promoting literacy, providing free access to information, encouraging a culture of lifelong learning and contributing to positive socio-economic outcomes across the community.

As one of Victoria's largest public library services CCLC is funded by the City of Casey and the Victorian State Government. They provide support to a rapidly growing and diverse community.

CCLC makes available public library resources, services and programs that respond to the needs of the community, local government, schools and other persons or institutions, so that they are supported to grow and thrive.

CCLC is a not-for-profit Local Government Entity and is endorsed as a Deductible Gift Recipient (DGR). CCLC is governed by the Victorian Local Government Acts of 1989 and 2020 and is specifically formed by a Regional Library Agreement. CCLC is also subject to legislation enacted by the State of Victoria, and any Federal legislation that either applies to or overrides Victorian legislation.

CCLC libraries are located at Bunjil Place, Cranbourne, Doveton, Endeavour Hills, and Hampton Park.

For more information about CCLC visit www.cclc.vic.gov.au

CCLC Vision, Mission, Values and Culture

CCLC's Vision, Mission and Values are central to everything that the organisation does. They are a clear reflection of CCLC culture and the way we do things.

Our Vision

Inspiring spaces where everyone is free to discover possibilities.

Our Mission

To encourage lifelong learning, increase literacy and build strong, resilient communities across the Casey Cardinia region.

Our Approach

We

- Put people first
- Pay it forward
- Follow up and reciprocate good deeds
- Help each other grow
- Share our stories and learn from each other
- Encourage authentic and courageous conversations
- Take quick little steps
- Give new things a go
- Choose momentum over perfection
- Encourage each other to take calculated risks
- Build confidence and resilience by working to our strengths
- Embrace the opportunity to learn when things don't go as planned
- Share ideas freely
- Acknowledge our partners
- Celebrate success

Governance

We are a values led organisation.

Our governance structure reflects our commitment to achieving a genuine model of community participation.

We are absolutely committed to supporting good governance as an organisation.

Our Values and Guiding Behaviours



CREATIVITY

- Thinking of new ways to do things is crucial to our success
- We challenge the status quo, if we believe a better way is possible
- We cultivate creativity in others



FAIRNESS

- We treat people fairly and recognise them as individuals
- We do not let our personal feelings bias our decisions about others
- We actively support social inclusion and connection
- We are accountable for our behaviour



HUMOUR

- Our humour enables us to express how we feel
- We like to laugh, bringing smiles to other people
- We use humour to build connections and create a positive experience for everyone



LOVE OF LEARNING

- We love learning about new things
- We believe there is always an opportunity to learn
- We learn from each other



SOCIAL INTELLIGENCE

- We are mindful of people's feelings
- We know what to do to put others at ease
- We are kind, compassionate and look for the best in each other



TEAMWORK

- When we all contribute, we excel
- We look out for each other
- We play to each other's strengths
- We work with our community

CCLC Board

Purpose

The primary objective of the Board is to achieve the best library service outcomes now and into the future for the communities of the Council within the context of the Council's available resources and competing demands.

The role of the Board is to:

- ensure that the library services provided by CCLC are provided in accordance with the Library Plan, Strategic Resource Plan and Annual Budget.
- provide leadership by establishing CCLC's strategic objectives and monitoring their achievement against pre-determined service levels and Key Performance Indicators.
- maintain the sustainability and viability of CCLC by ensuring that resources are managed in a responsible and accountable manner.
- identify and consider the economic and financial consequences of its deliberations.
- advocate on behalf of the library service to other key stakeholders in business, community and government.
- act as a responsible partner in government by considering the aspirations and needs of the community.
- ensure that the library service continues to contribute to the social value of the community; and
- determine on an annual basis as part of the budget process, the requirement for provision of an internal audit function.

About the Board Roles

- a. The Board structure is composed of three (3) Council Members and two (2) Independent Members.
- b. The Board is seeking two (2) Independent Members
- c. Board Meetings are held at least once in every three (3) months, however generally up to six (6) meetings are held bi-monthly each year
- d. An Independent Member shall hold office for a maximum four (4) year term (**Initial Term**) and subject to mutual agreement by the Board and Independent Member, may elect to extend the Initial Term for a further four (4) year term (**Further Term**)
- e. Board meetings may be in-person or online
 - i. In-person Board meetings are usually held at Bunjil Place Library, 2 Patrick Northeast Drive, Narre Warren, Victoria.
- f. Board meetings are held on weekdays, during business hours.
- g. The Board is guided by CCLC Regional Library Agreement and Governance Policy.
- h. Independent Board Members in addition to being supported by the Chief Executive Officer of CCLC, can also seek guidance from the Council's Manager Bunjil Place.

Required Attributes

As a skills-based Independent Member of the CCLC Board, expressions of interest are sought from suitably qualified persons with some of the following skills and behaviours listed below:

Skill	Description of Skill	Why is it important for CCLC
Industry: Private Sector Industry or Entrepreneurial Experience	Experience working as a senior leader in private practice or start up organisation with a focus on growth;	Enables CCLC's strategy to drive growth and expansion and to leverage off existing practises into new markets. This also balances the depth of local government/public sector experience already on the Board.
Industry: Philanthropic Experience	Experience working in philanthropic environments and managing sponsorships/donations.	Takes advantage of CCLC's DGR status and gains access to additional funding streams.
Industry: Not-For-Profit (NFP)	Experience working in not-for-profit environments.	Assists CCLC to navigate specific regulations and NFP best practices to manage its governance well.
Business Acumen: Board Governance	Possesses previous experience as a board member and strong board governance skills.	As the composition of the Board may eventually change, board governance skills must be maintained to govern the possible transition to a NFP and future growth of CCLC.
Business Acumen: Financial Acumen	Ability to read and understand financials including, without limitation, balance sheets, income statements, cash flow statements.	Financial understanding is critical to make sound decisions concerning sustainable growth and where and how to invest or allocate resources.
Business Acumen: Strategy	Ability to form and articulate a vision for the future, why it is important and clearly define how to get there.	To manage growth, Board Members must be able to manage growth efforts through a well-defined strategy that can be clearly communicated to the organisation to deliver on.
Business Acumen: Customer Experience / Service	Ability to articulate the importance of a positive customer experience for current and potential library members.	To manage growth, Board Members must be able to understand the needs of customers both now and into the future through a well-defined strategy that can be clearly communicated to the organisation and members.
Technical Expertise: Public Relations / Communications	Ability to clearly articulate what CCLC does, its value proposition and its strong track record to strengthen brand awareness and bolster reputation.	Delivers a clear and consistent narrative for employees and stakeholders to come on the journey, celebrate and raise CCLC's achievements and profile.

Skill	Description of Skill	Why is it important for CCLC
Technical Expertise: Sales and Marketing	Ability to articulate the value of CCLC's services and negotiate the common interests to close a deal.	Nurtures potential and existing stakeholders and creates ongoing touchpoints to strengthen opportunities.
Technical Expertise: Fundraising	Experience in raising funds in a NFP environment.	Takes advantage of CCLC's DGR status and gains access to additional funding streams.
Technical Expertise: Advocacy	Possesses skills in advocacy within public policy and the business sector, with the capacity to secure funding through government, non-government and philanthropic entities.	Takes advantage of CCLC's legacy in local government and enables further growth opportunities in current and different environments by securing additional funding streams.
Technical Expertise: Digital/Technological Mindset	Understanding of digital capabilities and the ability to think through products and services that can be delivered through digital/virtual platforms to deliver efficiencies and or better a customer experience.	Enables further reach of products and services to sustain growth and meet growing customer demands for digital access. Takes advantage of new and emerging technologies to enhance business operations.
Interpersonal Expertise: People Leadership	Ability to lead and inspire others, articulate a compelling vision and to develop and support a strong CEO to lead the organisation.	To move CCLC forward, the Board must move the people forward with it and navigate a change in mindsets and behaviours.
Interpersonal Expertise: Strong Networks	Possesses strong relationships with networks that can support CCLC's purpose and future growth including, without limitation, industry networks, local government networks, NFP and private sector networks.	Enables CCLC to be competitive and to stay informed of potential opportunities and challenges.
Interpersonal Expertise: Relationship Building	Ability to develop and maintain strong relationships with stakeholders, including with key local or state politicians.	Enables CCLC to nurture key relationships that support its strategic direction.
Curiosity / Inquiring Mind	Demonstrates curiosity by asking questions with the intention of seeking to understand or enabling deeper thinking and discussion.	To identify the right opportunities, the Board needs to identify new ideas and perspectives and ask questions that create shared understanding to enable decision making.
Courageous authenticity	Has the courage to speak up and voice their opinion in an authentic and respectful way even when their perspective may be perceived as 'unpopular' or in the minority.	Guards against groupthink and on-going consensus and balances the collegiality of the team.

Skill	Description of Skill	Why is it important for CCLC
Risk Taker	Has a can-do attitude, focuses on future opportunities and evaluates the risks and benefits.	Enables CCLC to explore opportunities for further growth outside of its comfort zone and challenges the existing way of doing things and risk averse norms typical of the sector.
Risk Manager	Manages risk by adhering to a risk framework and focuses on what has worked well in the past. Evaluates risks and benefits.	Balances out risk taking and protects CCLC's reputation and achievements.
Creativity	Thinks outside the box and brings perspectives, ideas and solutions from a diverse range of experiences and external influences.	As traditional library services become more obsolete, the Board will need to bring more creativity to the products and services that support CCLC's Mission.
Committed and Dedicated to the Process	Stays informed and proactively prepares for meetings. Is engaged in meetings, responds to others, asks questions and contributes to discussions and decisions.	It is important that CCLC continues to attract Board Members who are passionate about CCLC's purpose. This passion is demonstrated through engagement and preparation.
Customer focused	Understands the needs of our communities/customers. Proactively stays connected to the community and the intangible value of what CCLC delivers including, prioritising social outcomes over financial outcomes.	Ensures CCLC stays focused on meeting the needs of current customers whilst pursuing growth.
Confidence	Represents CCLC's brand and purpose with confidence and instils confidence and credibility when engaging with employees and stakeholders on behalf of CCLC.	As CCLC grows, having confidence to represent the organisation and the industry is important to CCLC's ability to grow and its ability to inspire respect and commitment from its workforce.

Diversity

The Board values diversity and is seeking applicants across a range of areas including:

- Age
- Gender
- Aboriginal and Torres Strait Islander people
- Culturally and linguistically diverse people
- LGBTIQ+ people
- Lower socio-economic people
- People with a disability.

Risk Management

Employees must comply with CCLC risk management policy and procedures.

Occupational Health and Safety Responsibilities

- Take reasonable care for the health and safety of yourself and others in the workplace.
- Ensure hazards, incidents, near misses and injuries are reported immediately.
- Support activities taken by the organisation to comply with OH&S legislation.
- Ensure only authorised, adequately trained staff undertake assigned tasks.
- Develop new work procedures, as required in consultation with relevant persons.
- Provide appropriate facilities for safe storage, handling and transport of work-related materials and equipment.

Inherent Physical Requirements

- Use a computer.

Job Characteristics

Accountability and Extent of Authority

- Positions in this role may manage resources and/or provide advice to or regulate clients and/or provide input into the development of policy.
- Where the prime responsibility is for resource management, the freedom to act is governed by clear objectives and/or budgets, with a regular reporting mechanism to ensure adherence to goals and objectives. The effect of decisions and actions taken at this level is usually limited to the quality or cost of the programs and projects being managed.
- Where the prime responsibility is to provide specialist advice to clients or to regulate clients, the freedom to act is subject to regulations and policies and regular supervision. The effect on individual clients of decisions and actions may be significant but is usually subject to appeal or review by more senior employees.
- If the position is primarily involved in policy development, the work is usually of an investigative and analytical nature, with the freedom to act prescribed by a more senior position. The quality of the output of these positions can have a significant effect on the process of policy development.
- Many positions have formal input into policy development within their area of expertise and/or management.

Judgement and Decision Making

- The nature of the work is usually specialised with methods, procedures and processes developed from theory or precedent.

- The work may involve improving and/or developing methods and techniques generally based on previous experience.
- Problem solving may involve the application of these techniques to new situations.
- Guidance and advice are usually available.

Management Skills

- Experience in active facilitation and leadership at a professional Board level
- Stakeholder management
- Excellent communication skills
- Conflict resolution
- Skills in managing time, setting priorities and planning and organising one's own work and where appropriate that of other employees so as to achieve specific and set objectives in the most efficient way possible within the resources available and within a set timetable.
- Where management of employees is part of the job, understanding of and ability to implement personnel practices including those related to equal employment opportunity, occupational health and safety and employee development.

Interpersonal Skills

- Active facilitation experience
- Ability to work co-operatively
- A personal commitment to the organisation's mission
- A sense of humour
- Curious and innovative
- Communicate effectively with stakeholders when implementing new ideas.
- Self-motivated and organised
- Ability to embrace diversity of opinion and difficult conversations.

Specialist Skills and Knowledge

- Committed to support CCLC make an impact in the community
- Proficiency in the application of a theoretical or scientific discipline, including the underlying principles as distinct from the practices.
- All positions require an understanding of the long-term goals of CCLC and of the relevant policies of both the Board and the wider organisation.
- Familiarity with relevant budgeting techniques if the primary function is to manage resources.
- Grant-seeking experience
- Ability to use the available digital tools to an excellent level.

Key Selection Criteria

- Past board experience is preferred
- Completion of the AICD Directors Course (or equivalent) highly regarded.
- Tertiary qualification in a relevant discipline. Additional post graduate qualifications or specialisation may be an advantage
- Experience on a Board will be highly regarded
- Experience in a public library or similar sector will be highly regarded
- National Criminal History Check
- Working with Children Check
- Casey City Council and Casey Cardinia Library Corporation have zero tolerance of child abuse and is committed to creating and maintaining a child safe and child friendly City where all children are valued and protected from abuse. It is expected that the successful incumbent of this position will adhere with the above statement whilst completing their duties.

If successful, you will be required to:

- Attend Board meetings which occur at least once in every three (3) months, with some travel required (day trip distance only)
- Attend an annual strategic planning workshop with the CCLC Executive and Council's Manager Bunjil Place
- May be required to participate on sub-committee working groups and attend significant CCLC events.
- Be a committed contributor to the Board and the strategic direction of CCLC
- Previous Board experience is preferred with the completion of the AICD Directors Course (or equivalent) highly regarded
- Meet the requirements of the CCLC Board Governance Policy including integrity checks.

Eligibility

To be eligible as a Non-Executive Independent Member of the CCLC Board, the individual must be free from any conflict of interest and any business or other relationship that could or could reasonably be perceived to materially interfere with the Member's ability to act in the best interests of CCLC. These conflicts of interest refer to (but not limited to) commitments and provision of paid services to CCLC and being a member of another Library Board. Being a member of a CCLC library does not of itself constitute a conflict of interest for an individual.

Any person nominated to the position of a Non-Executive Independent Board Member must, in order to be validly appointed and without limitation, pass the requirements outlined in the CCLC Board Governance Policy.

To be eligible to be a Non-Executive Independent Board Member, candidates (and elected Board Members) must:

- be over the age of 18 years;
- consent in writing to become a Board Member;
- not be prohibited, disqualified or otherwise prevented from being a Board Member under any Law;
- not be an employee of CCLC;
- not be a member or director of another library board;
- have completed and passed the following integrity checks:
 - successful Australian Criminal History Check;
 - successful Working with Children Check;
 - successful bankruptcy search; and
- attend at least 70% of Board Meetings per annum (unless otherwise approved in advance by the Board); and
- Sign the CCLC Code of Conduct.

In the case of a Non-Executive Independent Member, applicants must:

- not be an employee of Casey City Council;
- provide proof of qualifications and relevant experience and knowledge; and
- provide at least three personal and/or professional referees.

Conditions of Appointment

- The successful applicant will be required to undertake a National Police Check and maintain a valid employment Working With Children Check whilst in this position.
- Prior to being appointed to this position it is required that there is a full disclosure of any pre-existing injuries or disease that might be affected by recruitment.
- The successful applicant will be subject to a Banned and Disqualified Director checks – ASIC and Consent to Act as a Director.

Remuneration

- As per Section 13 of the CCLC Board Governance Policy.
- An indicative remuneration package of up to:
 - \$1000 per month for the role of Chair of the Board, and
 - \$666 per month for the Independent Member.

Application Process

Please ensure that you are eligible to apply for this position.

Applications close at 5pm Thursday 25 May, 2023.

Apply Now

Forward a cover letter and your resume for consideration against the selection criteria by email to:

Beth Luppino, Chief Executive Officer,
Casey Cardinia Library Corporation
Email: employment@cclc.vic.gov.au

If you have any questions related to CCLC, please contact:

Beth Luppino
Chief Executive Officer
Casey Cardinia Library Corporation
e. beth.luppino@cclc.vic.gov.au
b. 0439 814 787

For questions related to the CCLC Board, please contact:

Callum Pattie
Director Community Life
City of Casey
e. cpattie@casey.vic.gov.au
b. 9705 5200

We encourage people with a disability, lived experience of disability, Aboriginal and Torres Strait Islanders and people from culturally diverse backgrounds to apply for this position.

The City of Casey and Casey Cardinia Library Corporation have zero tolerance for child abuse and is committed to creating and maintaining a child safe organisation where protecting children and preventing and responding to child abuse is embedded in the everyday thinking and practice of all employees, contractors and volunteers.

The City of Casey and Casey Cardinia Library Corporation reserve the right not to make any appointments for this position.

Relevant Documentation

The following are available from CCLC's and Council's websites:

- [Casey Cardinia Regional Library Agreement](#)
- [CCLC Library Plan 2021-2025](#)
- [CCLC Annual Report 2021-2022](#)
- [CCLC Local Law No 1](#)
- City of Casey Corporate Planning [documents](#)

Please find the following documents included in this pack:

- CCLC Governance Policy
- CCLC Board Member Code of Conduct

Endorsed

Date: 07 February 2023

Board Governance Policy

Casey-Cardinia Library Corporation ABN 38 577 892 449 (**CCLC**)

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1. Title

Board Governance Policy

2. Overview

2.1 The primary objective of the Board is to achieve the best library service outcomes now and into the future for the communities of the Council within the context of the Council's available resources and competing demands.

2.2 The role of the Board is to:

- (a) ensure that the library services provided by CCLC are provided in accordance with the Library Plan, Strategic Resource Plan and Annual Budget;
- (b) provide leadership by establishing CCLC's strategic objectives and monitoring their achievement against pre-determined service levels and Key Performance Indicators;
- (c) maintain the sustainability and viability of CCLC by ensuring that resources are managed in a responsible and accountable manner;
- (d) identify and consider the economic and financial consequences of its deliberations;
- (e) advocate on behalf of the library service to other key stakeholders in business, community and government;
- (f) act as a responsible partner in government by taking into account the aspirations and needs of the community;
- (g) ensure that the library service continues to contribute to the social value of the community; and
- (h) determine on an annual basis as part of the budget process the requirement for provision of an internal audit function.

3. Application and Scope

3.1 To deliver on CCLC's purpose and strategy, CCLC recognises that having a diverse Board with a mix of skills, knowledge and experience is essential. Therefore, CCLC's Board composition shall consist of:

- (a) council appointed members; and
- (b) independent members.

3.2 This Policy applies to:

- (a) Board Members; and
- (b) any candidate recommended to be appointed as a Board Member.

3.3 This Policy has been developed to outline the:

- (a) board composition;
- (b) obligations and terms of council appointed members and independent members;
- (c) recruitment, selection and appointment process for independent members; and
- (d) board demographics, qualifications, necessary skills, behaviours and gap analysis.

4. Structure of the Board

- 4.1 The composition of the Board may consist of a maximum of 5 members including:
- (a) three (3) members appointed by the Casey City Council (**Council Members**);
 - (b) two (2) independent members (**Independent Members**),
- provided that the number of Independent Members never exceeds the number of Council Members.

5. Appointment of Council Members

- 5.1 The three (3) Council Members appointed by the Casey City Council on the basis of their skills, background and expertise deemed necessary or desirable by the Board, shall consist of up to:
- (a) two (2) officers appointed by the Chief Executive Officer of the Casey City Council; and
 - (b) one (1) representative, councillor or employee of Casey City Council appointed by the Casey City Council.
- 5.2 Casey City Council may appoint an officer, representative, councillor or employee of Casey City Council to act as a substitute in place of any of its Council Members.
- 5.3 A Council Member and substitute shall hold office until:
- (a) the term of his/her appointment by Casey City Council expires;
 - (b) removed by Casey City Council;
 - (c) or the person resigns or ceases to be a representative, an officer, a councillor or member of council staff,
- whichever occurs first.
- 5.4 Casey City Council may remove from office any Council Member, or substitute them, in its absolute discretion.
- 5.5 Casey City Council must fill a Council Member vacancy as soon as possible and notify the Board in writing of the new Council Member.
- 5.6 Notwithstanding clause 9.2(g), the office of a Council Member automatically becomes vacant if he/she is absent for three consecutive meetings without leave of the Board.

6. Appointment of Independent Members

- 6.1 To be appointed as Independent Members, candidates must be recommended on the basis of their skills, background and expertise deemed necessary or desirable by the Chief Executive Officer of the Council (including, without limitation, to complement the appointed Council Members) for the effective operation of the Board.
- 6.2 A selection process for Independent Members shall be undertaken in accordance with this Policy.
- 6.3 The Board may only appoint Independent Members on the recommendation of the Chief Executive Officer of the Council.
- 6.4 An Independent Member shall hold office:
- (a) for a maximum four (4) year term (**Initial Term**) and subject to mutual agreement by the Chief Executive Officer of the Council, the Board and Independent Member, may elect to extend the Initial Term for a further four (4) year term (**Further Term**),

until:

- (b) the expiry of the Initial Term or any Further Term (if applicable);
- (c) removed by CCLC in accordance with the terms of a separate contract of appointment; or
- (d) the Independent Member resigns.

7. Proceedings of the Board

- 7.1 The Board shall meet in accordance with Local Law No.1.
- 7.2 The Board shall hold an ordinary meeting at least once in every three months.
- 7.3 If a special meeting is called, it must be called by the Chief Executive Officer of CCLC on the request of the Chairperson or any two Members of the Board.
- 7.4 The Board shall elect an Independent Member to be Chairperson of the Board and he/she shall hold office for twenty-four months unless the Chairperson goes out of office earlier in accordance with clauses 6.4 of this Policy.
- 7.5 The Chairperson shall preside at a meeting of the Board.
- 7.6 In the absence of the Chairperson from a Board meeting, the remaining Independent Member of the Board will preside at that meeting as the acting Chairperson.

8. Chief Executive Officer

- 8.1 The Board must appoint a Chief Executive Officer of CCLC under such terms and conditions as the Board determines from time to time.
- 8.2 The Board may remove the Chief Executive Officer, subject to the terms of any agreement between CCL and the Chief Executive Officer.
- 8.3 The Board is responsible for reviewing the Chief Executive Officer's performance at least annually.
- 8.4 In addition to any responsibilities imposed on the Chief Executive Officer, the Chief Executive Officer shall be responsible to the Board for the finances and day to day administration and operation of CCLC including the implementation of the Library Plan, Strategic Resource Plan, Annual Budget, delivery of the service and administrative support for the Board and any other duties specified.

9. Eligibility to be a Board Member

- 9.1 Any person nominated to the position of a Board Member must, in order to be validly appointed and without limitation, pass the requirements outlined in this Policy.
- 9.2 To be eligible to be a Board Member, candidates (and elected Board Members) must:
 - (a) be over the age of 18 years;
 - (b) consent in writing to become a Board Member;
 - (c) not be prohibited, disqualified or otherwise prevented from being a Board Member under any Law;
 - (d) not be an employee of CCLC;
 - (e) not be a member or director of another library board;
 - (f) have completed and passed the following integrity checks:

- (i) successful Australian Criminal History Check;
- (ii) successful Working with Children Check;
- (iii) successful bankruptcy search; and
- (g) attend at least 70% of Board Meetings per annum (unless otherwise approved in advance by the Board);
- (h) Sign the CCLC Code of Conduct;
- (i) in the case of a Council Member:
 - (i) be a representative, councillor, officer, or employee of Casey City Council, provided that Casey City Council has no more than the relevant number of Council Members already on the Board.
- (j) in the case of an Independent Member:
 - (i) not be an employee of Casey City Council;
 - (ii) provide proof of qualifications and relevant experience and knowledge; and
 - (iii) provide at least three personal and or professional referees.

10. Board Skills Assessment

- 10.1 The Board in consultation with the Chief Executive Officer of the Council, will undertake a review of the Board Member demographics, skills and experiences every two years or prior to recruiting for an Independent Member. The purpose of the Board skills assessment is to:
- (a) capture the current Board Members' demographics, skills and experiences;
 - (b) identify and prioritise the skills and behaviours that will be differentiators to CCLC in achieving its strategy in the future;
 - (c) identify individual and collective strengths and gaps within the Board; and
 - (d) use the assessment to inform the key selection criteria for recruiting Independent Members.
- 10.2 Relevant and required skills and behaviours can be found at Appendix 1.

11. Independent Member Recruitment and Selection Process

- 11.1 When there is an Independent Member vacancy, the Chief Executive Officer of the Council shall undertake the following process to fill the vacancy in accordance with this Policy:
- (a) a publicly advertised process must be undertaken; and
 - (b) the Chief Executive Officer of the Council shall give consideration to:
 - (i) identified skills and behaviour gaps of the Board that align with the strategic priorities of CCLC;
 - (ii) demonstrated networks of the Independent Member candidate that expands beyond the current Board Members' networks and aligns with the strategic priorities of CCLC; and
 - (iii) Board diversity across a broad range of area including:
 - (A) age;

- (B) gender;
- (C) Aboriginal and Torres Strait Islander people;
- (D) culturally and linguistically diverse people;
- (E) LGBTQ+ people;
- (F) lower socio-economic people; and
- (G) people with a disability.

12. Induction Process

- 12.1 All newly appointed Board Members must participate in the induction process put together by CCLC's Organisational Development Team.

13. Remuneration of Independent Members

- 13.1 Each Independent Member, including the Independent Member elected to be the Chairperson of the Board, is eligible to be remunerated.
- 13.2 The Board will recommend the annual remuneration for Independent Members at CCLC to the Chief Executive Officer of the Council for endorsement.
- 13.3 The annual remuneration will be determined based on an assessment that includes, but is not limited to, the following considerations:
- (a) remuneration of other regionally based Boards;
 - (b) skills and experience required of the Independent Members;
 - (c) number of meetings held each year; and
 - (d) the amount of expected travel required by the Independent Member to attend meetings or events.
- 13.4 The Board is not required to increase the Independent Members' remuneration each year.
- 13.5 Should the Board review the annual remuneration, consideration should be given to:
- (a) CPI;
 - (b) CCLC's Enterprise Agreement; and
 - (c) clause 13.3 of this Policy.
- 13.6 The annual remuneration endorsed by the Chief Executive Officer of the Council, is inclusive of all travel and other expenses incurred by them when engaged in CCLC's business, attending meetings or otherwise carrying out duties of an Independent Member.
- 13.7 In addition to Casey City Council's liability for financial contributions made to CCLC for the purpose of covering its ongoing operational costs, all costs associated with funding the annual remuneration of Independent Members will be borne by Casey City Council.

14. Interaction with other legislation

This Policy applies to the extent that it does not conflict with the local government legislation in the jurisdiction in which CCLC operates.

15. Human Rights Charter

This Policy has been considered in relation to the *Victorian Charter of Human Rights and Responsibility Act 2006* and is determined that it does not contravene the Charter.

16. Review and changes to this Policy

- 16.1 The Board will review this Policy periodically as necessary to ensure it complies with any applicable legal requirements and remains relevant and effective.
- 16.2 The Board may change this Policy from time to time by resolution.
- 16.3 This Policy is not contractual in nature.

17. Non-compliance, Breaches and Sanctions

If, in respect of a Board Member, there is a failure to follow this Policy, the Board Member's position may be in doubt, and, at the direction of the Chairperson, the Board Member may be stood down until all requirements of this Policy are met.

18. Definitions

- 18.1 Unless the contrary intention appears, the definitions used in this Policy have the same meanings given to them in the Regional Library Agreement No. 5.
 - (a) **Board** means the board of Casey-Cardinia Library Corporation ABN 38 577 892 449.
 - (b) **Board Member** means either a Council Member, an Independent Member or both.
 - (c) **CCLC Code of Conduct** means the code of conduct available at [Code of Conduct - Casey Cardinia Libraries \(cclc.vic.gov.au\)](https://www.cclc.vic.gov.au) as may be amended by CCLC from time to time.
 - (d) **Policy** means this policy as may be amended or replaced from time to time.
 - (e) **Regional Library Agreement No. 5** means the agreement between Casey-Cardinia Library Corporation ABN 38 577 892 449 and Casey City Council ABN 43 320 295 742, dated on or around the date of this Policy, in respect of library services.

Appendix 1 - Relevant Skills and Behaviours for Board Members

Skills identified by the Board that are relevant to CCLC are outlined below:

Skill	Description of Skill	Why is it important for CCLC
Industry: Private Sector Industry or Entrepreneurial Experience	Experience working as a senior leader in private practice or start up organisation with a focus on growth;	Enables CCLC's strategy to drive growth and expansion and to leverage off existing practises into new markets. This also balances the depth of local government/public sector experience already on the Board.
Industry: Philanthropic Experience	Experience working in philanthropic environments and managing sponsorships/donations.	Takes advantage of CCLC's DGR status and gains access to additional funding streams.
Industry: Not-For-Profit (NFP)	Experience working in not-for-profit environments.	Assists CCLC to navigate specific regulations and NFP best practices to manage its governance well.
Business Acumen: Board Governance	Possesses previous experience as a board member and strong board governance skills.	As the composition of the Board may eventually change, board governance skills must be maintained to govern the possible transition to a NFP and future growth of CCLC.
Business Acumen: Financial Acumen	Ability to read and understand financials including, without limitation, balance sheets, income statements, cash flow statements.	Financial understanding is critical to make sound decisions concerning sustainable growth and where and how to invest or allocate resources.
Business Acumen: Strategy	Ability to form and articulate a vision for the future, why it is important and clearly define how to get there.	To manage growth, Board Members must be able to manage growth efforts through a well-defined strategy that can be clearly communicated to the organisation to deliver on.
Business Acumen: Customer Experience / Service	Ability to articulate the importance of a positive customer experience for current and potential library members.	To manage growth, Board Members must be able to understand the needs of customers both now and into the future through a well-defined strategy that can be clearly communicated to the organisation and members.
Technical Expertise: Public Relations / Communications	Ability to clearly articulate what CCLC does, its value proposition and its strong track record to strengthen brand awareness and bolster reputation.	Delivers a clear and consistent narrative for employees and stakeholders to come on the journey, celebrate and raise CCLC's achievements and profile.

Technical Expertise: Sales and Marketing	Ability to articulate the value of CCLC's services and negotiate the common interests to close a deal.	Nurtures potential and existing stakeholders and creates ongoing touchpoints to strengthen opportunities.
Technical Expertise: Fundraising	Experience in raising funds in a NFP environment.	Takes advantage of CCLC's DGR status and gains access to additional funding streams.
Technical Expertise: Advocacy	Possesses skills in advocacy within public policy and the business sector, with the capacity to secure funding through government, non-government and philanthropic entities.	Takes advantage of CCLC's legacy in local government and enables further growth opportunities in current and different environments by securing additional funding streams.
Technical Expertise: Digital/Technological Mindset	Understanding of digital capabilities and the ability to think through products and services that can be delivered through digital/virtual platforms to deliver efficiencies and or better a customer experience.	Enables further reach of products and services to sustain growth and meet growing customer demands for digital access. Takes advantage of new and emerging technologies to enhance business operations.
Interpersonal Expertise People Leadership	Ability to lead and inspire others, articulate a compelling vision and to develop and support a strong CEO to lead the organisation.	To move CCLC forward, the Board must move the people forward with it and navigate a change in mindsets and behaviours.
Interpersonal Expertise: Strong Networks	Possesses strong relationships with networks that can support CCLC's purpose and future growth including, without limitation, industry networks, local government networks, NFP and private sector networks.	Enables CCLC to be competitive and to stay informed of potential opportunities and challenges.
Interpersonal Expertise: Relationship Building	Ability to develop and maintain strong relationships with stakeholders, including with key local or state politicians.	Enables CCLC to nurture key relationships that support its strategic direction.

Behaviours identified by the Board as important to the strategic direction of CCLC are outlined below:

Behaviour	Description of Behaviour	Why is it important for CCLC
Curiosity / Inquiring Mind	Demonstrates curiosity by asking questions with the intention of seeking to understand or enabling deeper thinking and discussion.	Sustainable growth is a key area for the Board to balance. To identify the right opportunities, the Board needs to identify new ideas and perspectives and ask questions that create shared understanding to enable decision making.
Courageous authenticity	Has the courage to speak up and voice their opinion in an authentic and respectful way even when their perspective may be perceived as 'unpopular' or in the minority	Guards against groupthink and on-going consensus and balances the collegiality of the team.
Risk Taker	Has a can-do attitude, focuses on future opportunities and evaluates the risks and benefits.	Enables CCLC to explore opportunities for further growth outside of its comfort zone and challenges the existing way of doing things and risk averse norms typical of the sector.
Risk Manager	Manages risk by adhering to a risk framework and focuses on what has worked well in the past. Evaluates risks and benefits.	Balances out risk taking and protects CCLC's reputation and achievements.
Creativity	Thinks outside the box and brings perspectives, ideas and solutions from a diverse range of experiences and external influences.	As traditional library services become more obsolete, the Board will need to bring more creativity to the products and services that support CCLC's Mission.
Committed and Dedicated to the Process	Stays informed and proactively prepares for meetings. Is engaged in meetings, responds to others, asks questions and contributes to discussions and decisions.	It is important that CCLC continues to attract Board Members who are passionate about CCLC's purpose. This passion is demonstrated through engagement and preparation.
Customer focused	Understands the needs of our communities/customers. Proactively stays connected to the community and the intangible value of what CCLC delivers including, prioritising social outcomes over financial outcomes.	Ensures CCLC stays focused on meeting the needs of current customers whilst pursuing growth.

Confidence	Represents CCLC's brand and purpose with confidence and instils confidence and credibility when engaging with employees and stakeholders on behalf of CCLC.	As CCLC grows, having confidence to represent the organisation and the industry is important to CCLC's ability to grow and its ability to inspire respect and commitment from its workforce.
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Casey Cardinia Library Corporation

Board Members Code of Conduct – 2023

Introduction

Casey-Cardinia Library Corporation (CCL) is required by the Local Government Act 1989* ('The Act') to have a Code of Conduct.

This CCL Board Member Code of Conduct draws on sources including Council Code of Conduct, the Code of Conduct for Members of the Australian Institute of Company Directors and Codes of Conduct established by other library services.

It acknowledges the vision and values of the organisation, community expectations and the principles of good governance.

Our Vision

Inspiring spaces where everyone is free to discover possibilities

Our Mission

To encourage life-long learning, increase literacy and build strong resilient communities across the Casey Cardinia Region

Our Values and Guiding Behaviours

Creativity

- Thinking of new ways to do things is crucial to our success
- We challenge the status quo, if we believe a better way is possible
- We cultivate creativity in others

Teamwork

- When we all contribute, we excel
- We look out for each other
- We play to each other's strengths
- We work with our community

Social Intelligence

- We are mindful of people's feelings
- We know what to do to put others at ease
- We are kind, compassionate and look for the best in each other

Our Approach

- We put people first
- Pay it forward
- Follow up and reciprocate good deeds
- Help each other grow
- Share our stories and learn from each other
- Share ideas freely
- Quick little steps
- Give new things a go
- Momentum not perfection

Fairness

- We treat people fairly and recognise them as individuals
- We do not let our personal feelings bias our decisions about others
- We actively support social inclusion and connection
- We are accountable for our behaviour

Love of Learning

- We love learning about new things.
- We believe there is always an opportunity to learn
- We learn from each other

Humour

- Our humour enables us to express how we feel.
- We like to laugh, bringing smiles to other people
- We use humour to build connections and create a positive experience for everyone

- Encourage each other to take calculated risks
- Build confidence and resilience by working to our strengths
- Encourage authentic and courageous conversations
- Embrace the opportunity to learn when things don't go as planned
- Acknowledge our partners
- Celebrate success

Review Process

This Code of Conduct should be reviewed on an annual basis, with any necessary changes approved by the Board at the first meeting of the calendar year.

The annual review should be led by the Chairperson with input and advice from Board Members.

CCL Code of Conduct for Board Members

As a Board Member I:

1. Will adhere to the Primary and General Councillor Conduct Principles articulated in the Local Government Act 1989 **
2. Will support the organisation's vision and values.
3. Will act honestly, in good faith and in the best interests of CCL as a whole.
4. Will use due care and diligence in fulfilling the functions of my office.
5. Recognise that my responsibility is to CCL as a whole but will, where appropriate, have regard to the interests of all stakeholders in CCL.
6. Will not take advantage of being in the position of a CCL Board Member.
7. Will not allow personal interests, or the interest of any associated person, to conflict with the interest of CCL.
8. Will be independent in judgment and actions and to take all reasonable steps to be satisfied as to the soundness of all decisions taken by the CCL Board.
9. Will not make improper use of information acquired as a CCL Board Member.
10. Acknowledge that confidential information received as a Board Member in the course of exercising those duties remains the property of the organisation from which it was obtained and it is improper to disclose it, or allow it to be disclosed, unless that disclosure has been authorised by that organisation, or the person from whom the information is provided, or is required by law.
11. Will not engage in conduct likely to bring discredit to CCL.
12. Will comply at all times with the spirit, as well as the letter, of the law.
13. Will be accountable to fellow Board Members, arrive well-prepared to meetings and be engaged in Board matters.
14. Will engage with CCL staff in a professional and courteous manner and avoid any involvement in the day-to-day operations of CCL
15. Understand that Board Members will not involve themselves in any personnel matter relating to staff, except for the CEO and will advise the CEO of any concerns that staff have acted in conflict with a formal policy or decision of CCL.
16. Will communicate well by making statements and requests in a clear and direct manner and listening generously to others.
17. Foster an environment where constructive dissent is welcomed, where people are encouraged to share their unique perspectives on issues and topics, and where "group think" is challenged respectfully and creatively.
18. Respect and acknowledge fellow Board Members and appreciate individual contributions and the voluntary nature of their commitment.

Dispute Resolution

In the event that a dispute occurs, affected board members should:

1. Make genuine attempts to resolve disputes amongst themselves, drawing on the leadership of the Chairperson where appropriate
2. The Chairperson may request the CEO to engage an external mediator to assist parties resolve a dispute, where all parties are willing.
3. Adhere to the internal resolution procedure provided by an independent arbiter

The arbiter is to give a copy of their findings and the statement of reasons to the Board, the applicant and the respondent. Where the arbiter has been found a Board Member to have contravened the Code, they will also recommend appropriate sanction/s to be considered by the Board.

Acknowledgement and Acceptance of the Code of Conduct

I, acknowledge that I have received and read the Casey Cardinia Library Corporation Board Members Code of Conduct – 2023.

I undertake to perform my duties in accordance with the Code of Conduct.

Signature

Name (printed)

Date

This signed Code of Conduct is available for inspection by members of the community.

Notes

** Local Government Act*

While a new Local Government Act was adopted in 2020, Regional Library Corporations remained governed by the Local Government Act 1989 ([version 158 01/12/2020](#)) under a Grandfather Clause which has a 10-year life span ([Local Government Act 2020 – Section 330](#))

***Councillor Conduct Principles*

Section 196 of the Local Government Act 1989 in part states that the sections of the Act relating to the establishment of Councillor Codes of Conduct “apply to a regional library as if it were a Council and as if the members of its governing body were Councillors”. Board Members are required to conduct themselves in accordance with the provisions of the Local Government Act 1989, in particular Sections 76, 77, 78 and 79.

The Local Government Act 1989 defines “Councillor Conduct Principles” which are standards of conduct that the community has a right to expect of all Councillors. These include a “Primary Principle” and seven “General Principles”. The Councillor Principles apply equally to all members of the CCL Board.