

Information for PESA Ltd Director Nominees

If you are considering accepting a nomination, or self-nominating, for a Directorship on the PESA Board at the upcoming AGM, please consider the following:

1. Time Commitment

At present, PESA Directors are expected to attend a minimum of 4 Board meetings per year, 2 of which are in person. Directors are expected to cover the cost of their own transportation to meetings, as well as accommodation and incidental travel costs. PESA as a not-for-profit organisation does not reimburse these costs.

It is anticipated that Directors will also be available for additional meetings, such as planning and strategy meetings, which may be conducted in-person or via teleconference.

Directors may also be called upon to join sub-committees, such as finance or policy subcommittees.

Directors are usually appointed for a term of three years.

2. Commitment to Mission, Vision and Goals of PESA

It is expected that PESA Directors will have a genuine commitment to promote the Mission, Vision and Goals of PESA, and to the advancement of Positive Education.

PESA Directors are expected to:

- have a keen interest in Positive Education;
- advocate for PESA's vision, mission and goals;
- provide assistance in growing PESA's Institutional and Individual memberships;
- network with schools to share curriculum and practice ideas and contentions, and to promote PESA;
- develop an understanding of business, market and industry trends within the fields of Positive Psychology, Positive Education and Wellbeing;
- provide strategic advice on issues raised during Board meetings or which may come to the attention of the Board;
- encourage and support the exploration of new ideas and opportunities for the Association;
- generally act as a resource and support for other Board members;
- enhance PESA's reputation and credibility;
- enhance PESA member confidence; and
- attract new members by demonstrating a commitment to PESA's growth.

In doing so, Directors shall immediately disclose to the Board any conflict of interest that may arise at any time and, where a conflict arises, act in the best interests of PESA.

3. Legal Responsibilities

Nominees should be aware that additional duties arise under the Corporations Law, including:

- the duty to exercise their powers and duties with the care and diligence that a reasonable person would have which includes taking steps to ensure they are properly informed about the financial position of the company and ensuring the company doesn't trade if it is insolvent;
- the duty to exercise their powers and duties in good faith in the best interests of the company and for a proper purpose;
- the duty not to improperly use their position to gain an advantage for themselves or someone else, or to cause detriment to the company; and
- the duty not to improperly use information obtained through their position to gain an advantage for themselves or someone else, or to cause detriment to the company.

Nominees should familiarise themselves with these, and additional directors' duties, imposed by law. However, please be aware that PESA does hold Management Liability insurance with AON Risk Solutions insurers, which offers insurance coverage for our Directors.

If you have any questions in relation to nomination for Directorship, or any of the information outlined above, please do not hesitate to contact Marita Hayes-Brown, PESA CEO, at mhayesbrown@pesa.edu.au or by phone on 04 2425 4921.

Positive Education Schools Association Ltd

ACN 168 259 096

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