

POSITION DESCRIPTION

Non-Executive Director

ROLE

The Catholic Education Diocese of Bathurst Limited (CEDB) seeks to appoint an independent non-executive director to fill (3) three current Board vacancies.

COMPANY OVERVIEW

The Catholic Education Diocese of Bathurst Limited provides a diverse range of educational options, from primary schools in small rural communities to large secondary schools. More than 10,000 students attend 33 Catholic schools in the diocese, enjoying high educational standards in contemporary, Christ-centred learning environments. We have 2,000 employees employed to support the delivery of an authentically Catholic education to these students.

On 1 January 2025 Catholic Education Diocese of Bathurst Limited incorporated and assumed responsibility for the mission and governance of our 33 schools covering a geographical area from Lithgow to Mudgee, Bathurst to Dubbo and Coonamble.

The CEDB is registered with the Australian Securities and Investments Commission (ASIC) as a company limited by guarantee under the Corporations Act 2001 (Cth) and with the Australian Charities and Not-for-profits Commission (ACNC) as a charity under the Australian Charities and Not-for-profits Commission Act 2012 (Cth) (ACNC Act), the Charities Act 2013 (Cth) (Charities Act) and the Australian Charities and Not-for-profits Commission Regulation 2013 (Cth) (ACNC Regulation).

BOARD OVERVIEW

CEDB is committed to better practice governance and strives to undertake its business with transparency and accountability to its stakeholders based on governance standards:

1. *Purposes and not for profit nature*
2. *Accountability*
3. *Compliance with Australian laws*
4. *Suitability of responsible persons*
5. *Duties of responsible persons*

The CEDB Board is responsible for governing the company. The Board is made up of (9) nine directors.

There are (3) three Board Committees known as the Finance Risk and Audit Committee (FRAC), Religious Education and Catholic Identity Committee (RECI) and Governance & Nominations Committee that report to the Board.

Dated: 30 September 2025

DIRECTOR'S GENERAL ROLES

Board Directors should be committed to the mission of Catholic Education within the Diocese, be prepared to participate in induction, training, and faith formation, and be dedicated to working with the Board to further the best long-term interests of the company.

CEDB directors have ultimate responsibility for the overall strategic direction of the organisation. Their duties relate to:

- *the strategic direction of the company;*
- *financial oversight;*
- *all matters as prescribed by law including, but not limited to, safety and the environment; and*
- *all major policy issues including, but not limited to, industrial relations and quality assurance.*

COMPETENCIES

For effective board performance, individual board members and the board collectively need to have a broad range of skills and personal attributes.

Industry

Directors should have the required competencies in one or more of the following areas:

- Catholic organisation governance
- Not-for-profit sector
- IT / Communications
- Shared services
- Regional business
- Membership organisations

Technical

Directors should have the required competencies in one or more of the following areas:

- Accounting and/or Finance
- Law
- Strategic Marketing and communications
- Information technology
- Human resource management
- Strategy development and implementation
- CEO/senior management experience
- Contemporary corporate governance
- Commercial / negotiation / supplier management
- K-12 education

Governance

Directors should have the required competencies in several of the following areas:

- Strategy development
- Financial literacy

- CEO selection, monitoring and evaluation
- Compliance and monitoring
- Risk management
- Policy frameworks
- Networking
- Stakeholder engagement and lobbying
- Stakeholder communication
- Decision-making
- Board experience

Behavioural

Directors should have demonstrated abilities in the required competencies:

- Understand the mission of Catholic education
- Team player/collaborative
- Ability and willingness to challenge and probe
- Common sense and sound judgement
- Integrity and high ethical standards
- Mentoring abilities
- Interpersonal relations
- Listening skills
- Verbal communication skills
- Understanding of effective decision-making processes
- Willingness and ability to devote time and energy to the role
- Innovation

DIRECTOR'S CODE OF CONDUCT

Directors must be familiar with the responsibilities, expectations and legal obligations of a director, including the qualities of a Responsible Person as described by the ACNC, as outlined in the Company's code of conduct.

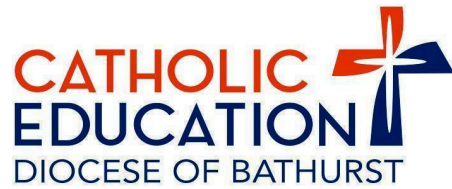
CONFIDENTIALITY

Directors should keep all board discussions and deliberations confidential. Similarly, all confidential information received by a board member in the course of the exercise of the directors' duties should not be discussed outside the board meeting.

It is improper to disclose confidential information, or allow it to be disclosed, without appropriate authorisation.

TIME COMMITMENT

Board meetings will predominantly take place during core business hours with a minimum of four and a maximum of eight meetings anticipated each year.



Directors will also be appointed to one of the 3 Board Committees which also meet on average 4 times a year.

Attendance at meetings can be in person, or virtual when required.

Directors are not remunerated, however, they are entitled to the reimbursement of expenses necessarily incurred in attending to CEDB business and Professional Development opportunities as approved by the Chair.

EMERGENCY CONTACT PROCEDURES

As there is the occasional need for urgent decisions, directors should leave with the company secretary any contact details, either for themselves or for a person who knows their location, so that all directors can be contacted within twenty-four hours in cases of a circulating resolution or other business.