

LIV Director Position Description: Law Institute of Victoria Limited

The LIV is the professional association for solicitors in Victoria dedicated to promoting the rule of law for the benefit of the community, as well as supporting members in providing Victorians with high quality legal services.

The LIV represents around 19,000 lawyers and people working in the law in Victoria, interstate and overseas. Our members offer their commitment, diversity and expertise to help shape the laws of Victoria and to ensure a strong legal profession for the future.

The LIV Council attracts extremely talented and qualified individuals with wide-ranging experience. Service on the Council provides directors with unique opportunities to give back to the profession, serve the public interest, and contribute to the governance, development and advancement of the LIV itself.

1. Director Election and Appointment

Subject to the constitution, at all times the Council comprises 18 members from the categories specified below, so far as is practicable (Clause 46.1):

- 2 members of the Company being City Legal Practitioners;
- 2 members of the Company being Suburban Legal Practitioners;
- 2 members of the Company being Country Legal Practitioners;
- 1 member of the Company being a Corporate Legal Practitioner;
- 1 member of the Company being a Legal Assistance Section Practitioner
- 1 member of the Company being a Government Legal Practitioner
- 1 member of the Company being a Law Firms Australia Principal
- 1 member of the Company being a New Legal Practitioner; and
- 7 other members of the Company who may fall into any category.

Despite the requirement that there must be a certain minimum number of Council members filling the categories set out, the Council members are elected by the vote of eligible members as one electorate and do not represent the particular category that they fill and do represent the entire membership.

Elections are held annually by the Law Institute throughout October and November. Successful candidates are declared elected as directors at the Annual General Meeting, which is held on the third Wednesday in November.

If a director ceases to hold his/her position during the course of their term, a casual vacancy occurs. This generally occurs due to a resignation of a director. When a position becomes vacant through a casual vacancy, the Council is responsible for filling the vacancy in so far as is practicable to do so.

2. Role of a Director

Council Members are directors of Law Institute of Victoria Limited. All directors are responsible for the governance of the Law Institute and are accountable to the Law Institute of Victoria membership as outlined in the Constitution and by statutory requirements in the *Corporations Act 2001* (Corporations Act), relevant common law principles and a range of other legislative and regulatory regimes. This includes the *Australian Charities and Not-for-Profit Commission Regulation 2013*, trade practices law, workplace health and safety obligations, environmental obligations, privacy and equal opportunity requirements.

The business of the LIV is managed by the Council which may exercise all powers of the LIV which are not, as per the Corporations Act or by its constitution, required to be exercised by the LIV in a general meeting. The Council confers by delegation to the Chief Executive Officer the day-to-day operation of the LIV.

The Council is supported by a sub-committee structure, including the Audit and Risk Committee, Nomination and Remuneration Committee and the Governance Working Group.

The role requires attending approximately eight (8) Council meetings a year (held approximately every 6-8 weeks except for January and July), with participation on at least one of the three sub-committees, which meet quarterly or corresponding with Council meetings. The Council meetings requires out-of-hours attendance from 4.45pm until approximately 7.30pm, either in person or on teleconference/videoconference. Sub-committees are generally held within business hours over the lunchtime period. Very occasionally additional meetings may be called. Council and sub-committee meetings are held in the LIV's offices at 140 William Street, Melbourne, except for two meetings per year, which may be held in a suburban or regional centre.

Directors may also sit on specialist committees and act in a representative capacity as Council liaison to suburban and regional law associations and sections, which play a key role in formulating legislation and debating issues relevant to legal practitioners and the community. Liaison representative roles are allocated by the President each year, in consultation with directors and subject to availability and personal circumstances.

3. Competencies – Role related

- 3.1. Strategic thinking: the ability to understand and review strategy
- 3.2. Risk management: experience in managing major areas of risk
- 3.3. Financial literacy: ability to comprehend the LIV's accounts, financial material presented to the Council, financial reporting requirements and an understanding of corporate finance
- 3.4. Legal: understanding of legal environment and of directors' legal duties and responsibilities
- 3.5. Understanding and appreciation of operating risk management frameworks
- 3.6. Culture: provide clear direction and espouse the LIV's cultural values
- 3.7. Analytical and critical reasoning: the ability to get beneath the surface of issues and the capacity to focus on and resolve complex issues.
- 3.8. Interpersonal communication skills: listening skills, able to present and evaluate ideas, questioning, ability to influence.

4. Competencies – Personal attributes

- 4.1. Integrity and high ethical standards: exhibits attributes of honesty, transparency, and trustworthiness
- 4.2. Commercial judgement: a clear, intelligent thinker who shows common sense and rational and who plays an impartial role when faced with complex decisions
- 4.3. Team player and collaborative: works positively and effectively with colleagues, management and staff
- 4.4. Independence of thought and inquisitiveness: the courage to challenge and probe
- 4.5. Preparedness and ability to devote time to work of the Council: willing to add value to the Council, to serve on committees and act in Council liaison roles as required, and attendance at industry-related functions.
- 4.6. Stewardship orientation: a commitment to serving the interests of the LIV and its members and stakeholders

5. Knowledge Requirements

- 5.1. A strong understanding of the legal ecosystem
- 5.2. A demonstrated connection to, and understanding of the communities and stakeholders that the LIV serves
- 5.3. A strong knowledge of corporate governance, preferably from previous director experience, and/or through formal training programs, such as AICD Company Directors Course or equivalent
- 5.4. Sound business experience that is relevant to the LIV

6. Casual vacancies

Additionally, Council as a whole may proactively approach members that possess specific skills to encourage them to apply for election or selection to fill a casual vacancy, in order to ensure a complementary skill-mix on the Council. Those members who wish to be considered would have their candidacy considered by the Nomination and Remuneration Committee.

In selecting any person to fill a casual vacancy on Council, consideration is given to the following:

- 6.1. The strength of a candidate's ability to contribute to Council (refer to sections 3 to 5)
- 6.2. Whether any gaps exist on Council that need to be filled in the interests of balanced representation, ie gender balance and diversity, and skills in areas of expertise such as but not limited to accounting and finance, Information Technology and Communications, data governance, business leadership, strategic marketing
- 6.3. The profile of the candidate within the profession
- 6.4. Whether the candidate has aspirations to seek a position as an office bearer at some time in the future
- 6.5. Whether the candidate stood for election to the Council at the most recent Council election or has recently nominated for a casual vacancy, and, if so, in what position that candidate finished
- 6.6. Whether the candidate has been previously involved in section committees or otherwise at section level

In considering director recruitment for a casual vacancy, the Council may, but is not required to consider the composition of Council and categories as set out at clause 45.1 of the Constitution.

7. Eligibility

Financial members of the LIV who hold a current Australian Practising Certificate are eligible to be elected as a Council member.

All nominees are required to acknowledge by declaration that they are fit and proper persons and not disqualified from being a director.

Directors are "responsible persons" under the ACNC Act and that they must not be persons disqualified from managing a corporation or disqualified by the ACNC from being a responsible person.

All nominees must disclose to the Company Secretary whether in the past 10 years they are included on the Register of Disciplinary Action created pursuant to Section 150B of the *Legal Profession Uniform Law Application Act 2014*, as maintained by the VLSB.

8. Term of Appointment:

A term of office for directors is generally 3 years commencing from 1 January the year following the elections/AGM. The term is aligned to allow an equal rotation of the 18 directors over a 3-year cycle.

Directors filling casual vacancies will have a shorter term – which is dependent on the vacated term that is remaining.

All directors having completed their three-year term, and Council members filling a casual vacancy must vacate their position at 31 December that year.

9. Remuneration:

Director duties are without remuneration. However, where the director is required to incur out of pocket expenditure in support of one of these activities, the LIV will reimburse such expenditure i.e. accommodation and travel, on the principle of 'reasonable costs incurred', in accordance with established guidelines.

Please contact the Company Secretary on 03 9607 9513 or secretariat@liv.asn.au with any questions.

Approved by the Board on 5 September 2019