

# Director Position Description



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## Acknowledgement of Country

*AusCycling acknowledges the Traditional Owners of the lands from across Australia where we are privileged to live, work and ride. We recognise and celebrate their spiritual and ongoing connection to culture and Country.*

*We pay our respects to the Elders past and present, for they hold the memories, the traditions, the culture, and hope of First Nations people.*

*We believe a better understanding and respect for First Nations cultures will help us all develop an enriched appreciation of Australia’s cultural heritage and support a more connected Country.*

*We remember that under the concrete and asphalt this land was, and always will be, another’s Dreaming.*



## ORGANISATION OVERVIEW

### Background

AusCycling (AC) is the nation's peak riding and cycling body, representing more than four million Australians who ride bikes each year. Formed in 2020 from 19 state, territory, and national bodies, AusCycling is responsible for programs, projects and initiatives across all riding and cycling disciplines from grassroots and education to competition at the Olympics, Commonwealth Games, and World Championships.

We help school kids learn to ride through programs such as AusBike, we stage more than 500 events each year, we nurture clubs and create pathways, and we are responsible for the training, welfare, and performance of the elite Australian Cycling Team.

AusCycling has more than 50,000 members, and we work with more than 450 affiliated clubs to help them develop, grow, and sustain healthy communities.

Our vision is to make Australia a nation of bike riders, to advocate for our riders' safety, build strong club communities and to make all forms of cycling and riding accessible to everyone. We believe cycling and riding is more than a sport and that every time we jump on a bike, we're choosing to make a difference – to our mind, body, and country.

AusCycling is guided by the United2032 strategy which lays out a three horizon approach to building a vibrant and sustainable organisation, growing communities and driving elite performance.

In our first horizon, 2021 to 2024, we focused on creating a robust foundation of culture, systems and processes. Between 2025 and 2028, we aim to build on that foundation by focusing on projects and initiatives to drive innovation and sustainable growth.

Our strategy is underpinned by an unwavering commitment to diversity and inclusion, to integrity and clean sport, to building communities and to achieving excellence in the right way.

We exist to unleash the unbound potential in every body.



## AusCycling Snapshot

Potential Directors need to understand and be comfortable with the complex nature of AusCycling's business. The numbers alone don't tell the whole story, but they do give an indication of the health of the business and illustrate the opportunity presented to the sport in Australia.

- 450 Member Clubs.
- 500+ Events.
- 95k+ Event Participants.
- 55k Members.
- 50,000 registered AusBike participants.
- 6k Coaches and Officials.
- 1m+ cumulative audience through owned and broadcast channels.
- 20k+ come 'n' try participants.
- Manage the Australian Cycling Team.
- 135 staff.
- Thousands of volunteers.
- \$40m revenue.

## Our Strategic Roadmap

AusCycling's United Strategy2032 provides a three horizon, four pillar strategic blueprint for cycling and riding's future. The strategy began with a three-year foundational period in which the fundamentals of future success and sustainability are embedded.

The second and third horizons focus on accelerating growth and then creating flexible and sustainable systems to fully exploit the opportunities of the final three years leading to the Brisbane 2032 Olympics and Paralympics. United Strategy2032 has been reviewed as the organisation moves into the second horizon. The Horizon 2 document will be released in April 2025.

While we anticipate great change, opportunity, and challenge between now and 2032, what won't change are our commitments to our organisational values, the welfare of our broader riding and cycling communities and a focused approach to inclusion, connection, and diversity.



## **DIRECTOR POSITION DESCRIPTION**

### **Board Responsibilities**

The Board's key responsibilities include:

- Oversight of the organisation's purpose, ambition, trademarks, strategies, and measurement systems.
- Maintenance and implementation of the policy framework through which the organisation operates, including the establishment and implementation of Board Committees.
- Identification, mitigation, and monitoring of organisational risks.
- Monitoring business performance and responding through the Chief Executive Officer.
- Maintenance of strong and effective relationships with key stakeholders.

### **Director Code of Conduct**

The Board is committed to developing and sustaining an inclusive, collaborative, and high-performing Board culture. Directors acknowledge that the way they conduct themselves in delivering AC's strategic outcomes sets the tone for all levels of the organisation and agree to hold each other accountable for adhering to the AusCycling Director Code of Conduct.

## **DIRECTOR COMMITMENTS**

The role of an AC Director requires engagement and active participation across a range of scheduled meetings and events each year. In addition, Directors are expected to understand the environment in which AC operates and contribute to stakeholder engagement, which may require additional travel and/or meetings.

### **AC Director Meetings**

Between six to eight planned Board Meetings annually, held either face-to-face or via video conference.

### **AC Director Teleconferences**

From time to time there may be a requirement for additional video conferences.

### **AC Annual General Meeting**

Generally held in April or May each year, it is an expectation that all AC Directors will attend.

### **Meetings with the National Advisory Council (NAC)**

Meetings with the NAC are scheduled as required. Depending on the nature of the Agenda, Directors can expect to be invited to attend meetings from time to time.

### **Club Forums**

AusCycling conducts four Club Forums annually. It is expected that Directors attend these Forums from time to time.



## **Board Committees and External Delegate Roles**

The Board has seven standing committees:

- (i) Finance, Audit & Risk,
- (ii) Ethics & Integrity,
- (iii) Nominations,
- (iv) History & Heritage,
- (v) Athlete
- (vi) High Performance,
- (vii) National Advisory Council.

It is expected that a Director will be appointed to a minimum of one Board Committee.

## **Events**

It is expected that Directors will attend and fulfil speaking, presentation, and/or hosting duties from time to time particularly in their home state. This serves to strengthen local connections with key stakeholders and minimise travel expenses.

Directors can expect to be invited to other special functions or events each year and attendance in their State or Territory is important to building strong relationships with our members.



## CANDIDATE PROFILE

### Key Selection Criteria – Prioritised Competencies

AC is committed to securing and maintaining a balanced and skills-based Board that has the knowledge and experience to represent the interests of all stakeholders, whilst providing contemporary leadership and corporate governance on behalf of the membership.

AC's Board needs to reflect the community it serves in interest, geography, and diversity. In addition to considering competencies, the selection process will also seek to maintain a balance across these multiple points of relevance.

The Nominations Committee is responsible for identifying candidates to fill Director vacancies (including casual vacancies) and assess all nominees for Director vacancies including the power, in accordance with the Constitution, to determine that a nomination is unsuitable for further consideration by the Company, the Directors or the Members.

The Committee is working to ensure that AusCycling achieves the targets outlined in the National Policy on Gender Equity in Sports Governance (released 10 September 2024). While AC has until 31 May 2026 to meet the targets for gender equity within AC board and committees (Nominations and Finance, Audit & Risk), and until 31 May 2027 to achieve gender equity within chair/deputy chair roles, the Board has established to achieve this target as soon as possible.

AC is seeking suitably qualified individuals who have served within the past (3) years a minimum of three (3) years governance experience as a Board Director on a State or National Board, and can demonstrate a high-level knowledge of, and experience in, at least one of the following prioritised competencies:

**Senior Business Experience & Strategic Planning** – someone operating successfully in their chosen profession or business. Has the ability to review the strategy through constructive questioning and suggestion and contribute to the effective decision making of the board.

**Accounting and Finance** – the ability to read and comprehend the accounts, financial material presented to the board, financial reporting requirements and some understanding of corporate finance.

**Legal** – the board's responsibility involves overseeing compliance with numerous laws as well as understanding the individual director's legal duties and responsibilities.

**Digital & Technology** – an understanding of technology and its application to the business and its people.

**Professional Sports Experience (Playing or Administration)** – experience as an elite athlete or experience in the running of sporting clubs, academies, and associations.

**Facilities & Infrastructure** – industry and functional experience in the running of facilities and the development of sporting and other infrastructure projects.

**Other Board & Governance Experience** – previous experience with corporations or not-for-profits that will assist the board to maintain the highest levels of governance and requisite experience in managing areas of major risk for an organisation.



## AUSCYCLING BOARD POLICIES

AC Directors must comply with all AC policies.

AC is committed to the safety and well-being of children, has zero tolerance towards violence within the workplace and recognises the rights of all Directors to be free from violence and gender-related discrimination.

### Protection for Directors

#### Constitution

Directors are currently indemnified through a general indemnity clause provided at clause 25 of AC's Constitution.

#### Indemnity

Subject to specific requirements, the AC Constitution and the Corporations Act, AC indemnifies its current and former:

- office-bearers and directors, and
- employees

against:

- a. any liability (except a liability for legal costs) incurred in that capacity (other than to AC or a related body corporate or a liability for an order under prescribed sections of the Corporations Act), unless the liability arises out of conduct involving a lack of good faith; and
- b. all legal costs incurred in defending or resisting (or otherwise in connection with) proceedings, in which the officer becomes involved as an officer of AC or of a related body corporate of AC.

### Directors and Officers Liability Insurance

Subject to specific requirements and the terms and conditions of the applicable insurance policy, AC provides Directors with Directors and Officers Liability Insurance up to a maximum sum of \$20 million.

## CONTACT INFORMATION

For further information, please contact:

Kate Palmer

COO

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