



**NSW Writers' Centre Inc.
(trading as Writing NSW)**

CANDIDATE INFORMATION PACK

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About this pack

As a community based, not for profit organisation, The NSW Writers' Centre Inc (the Centre) is always interested in recruiting directors to its Board to govern its operations. The NSW Writers' Centre operates under the trading name Writing NSW.

Becoming a director is a rewarding experience and gives an opportunity to provide great benefits to the Centre and the writing community in general. The purpose of this information pack is to provide an overview of the roles and responsibilities of directors and to help potential members make an informed decision as to whether to nominate to be elected, or agree to be appointed.

Please note that this information pack is not legal advice, and the Centre will not be held liable for the correctness of any information contained herein. If you have any specific questions, you should seek professional legal advice.

What is the NSW Writers' Centre?

The Centre was incorporated as an association in 1991 and is governed by the *Associations Incorporations Act 2009 (NSW)*. With around 2000 members, the Centre was established to promote writing based culture and support the interests of all writers. It operates as a vibrant cultural hub in historic Garry Owen House which is set in the grounds of Callan Park, Rozelle, in Sydney's Inner West.

Since May 2018 the Centre has operated under its business name Writing NSW.

Writing NSW currently has around 2000 members, who receive a number of benefits, including discounted or free access to courses and events, a subscription to the Centre's magazine, free use of rooms for writing or for writing group meetings (provided all members of the group are Centre members), access to member-only events and member-only programs such as the mentorship program and the annual Varuna fellowship, and discounted venue hire. Members are entitled to vote at general meetings and to stand for election to the Board, as set out in the Centre's constitution. Membership fees and conditions are set by the Board.

How do I become a director?

There are three ways to become a Board member:

1. Be elected at the Annual General Meeting (AGM) by the membership of the Centre, or
2. Fill a casual vacancy at the invitation of the Board, or
3. Be appointed for a fixed term

The constitution of the Centre currently provides for a minimum of three and a maximum of 12 directors. Six directors are appointed by the Board for up to a term of 24 months. Six directors are elected by the membership for a term of three years with a third required to stand for election at each AGM. However, where the number of elected directors is less than the number of vacant positions, the Board is empowered to co-opt a director to fill a casual vacancy until the date of the next AGM.

The Board encourages potential directors to become familiar with the membership and operation of the Board, to gain an appreciation of directors' duties and responsibilities, and to understand the level of commitment involved prior to nominating or accepting a position on the Board.

What does Writing NSW do?

Writing NSW is the state's premier organisation for writers, interacting with and providing services to thousands of writers each year and providing paid employment opportunities to around 300. It runs a lively and diverse program including:

Professional development for writers

Writing NSW offers approximately 90 courses, workshops and seminars each year, delivered by established writers and industry professionals. Courses range across genres and levels of experience, as well as covering skills such as marketing, ebook production and the business of being a writer. Writing NSW also runs an annual industry symposium, The Forest for the Trees, as part of the Sydney Writers' Festival.

Other services for writers

Writing NSW offers a number of other services for writers, including mentorships and manuscript assessments and acts as an information hub, providing advice about writing and publishing through its website and response to individual enquiries.

Festivals and events

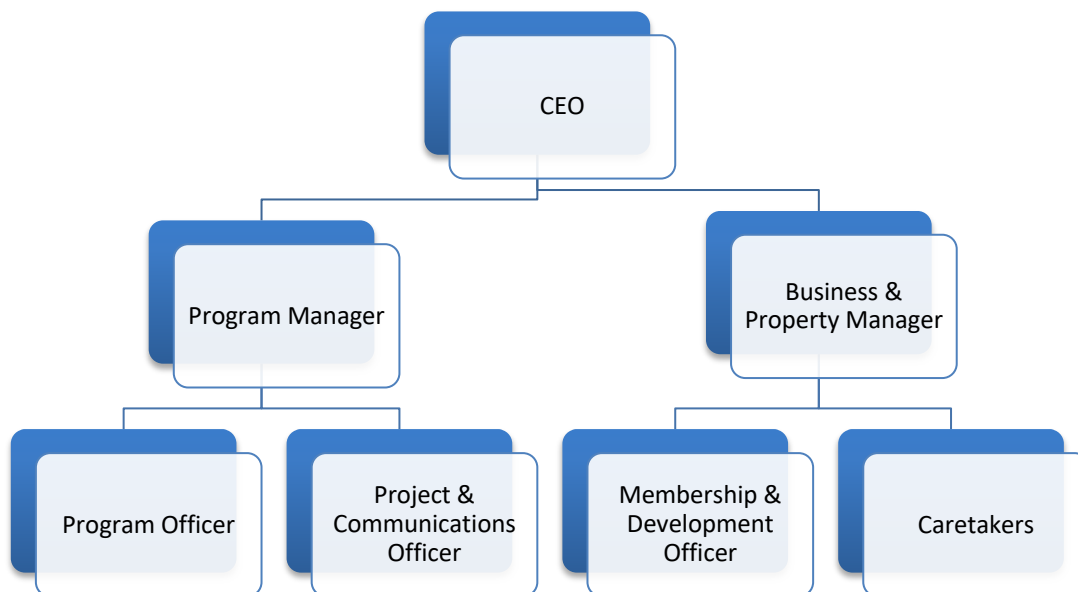
Writing NSW stages two festivals a year, on a two-year rotation, each curated by an established writer in the genre. Members receive discounted entry to festivals. Writing NSW also runs two regular monthly events, its First Friday club and the evening Talking Writing program. First Friday focuses on the writing and publishing industry and is a members-only morning tea at which staff members take turns to host a conversation with one or more invited guests. Guests may include writers, publishers, editors, agents, publicists or festival directors among others. Talking Writing events focus more on current themes or genres and often include a panel discussion and networking drinks.

Communications

Writing NSW engages with its members and broader constituency through a number of platforms, including its quarterly print magazine, *Newswrite*, weekly e-newsletter, *Newsbite*, and a strong presence in social media. *Newswrite* is currently edited by author Kirsten Krauth on a contract basis and includes paid contributions from leading Australian writers and industry figures. Writing NSW tweets as @writingnsw and has a presence on a number of social media platforms, including Facebook (<https://www.facebook.com/WritingNSW>).

Who runs Writing NSW?

Writing NSW's staff is responsible for all operational matters, under the leadership of the CEO, as shown in the diagram below. Writing NSW also offers internships, with two intakes per year. Interns generally work one day a week for a period of six months. A number of volunteers also contribute to Writing NSW operations.



Where does Writing NSW get its income?

Writing NSW has a turnover of about \$ 800,000 each year, the majority of which comes from various grants, the NSW State Government through Create NSW, the Australia Council, revenue from writing programs, venue hire, festivals, memberships, and donations.

What is the role of the Board?

The Board is responsible for the governance of the Centre. This means ensuring that the Centre's funds are spent efficiently, ethically and in compliance with all relevant law. It also means ensuring that Writing NSW is sustainable, and will continue to deliver services through the development of strategies and continual assessment of its performance. It is the aim of the Writing NSW to be seen by funding bodies as professional, accountable, effective and fully compliant with the law. A separation of the management and governance roles within Writing NSW is fundamental to the achievement of this goal. The appointment of the CEO with day to day management responsibilities has worked extremely well, and leaves the Board free to consider broader issues and not get bogged down in day to day management decisions.

The Board acts on behalf of the members in overseeing Writing NSW. It has the responsibility to set the Writing NSW's direction and goals while the CEO is responsible for deciding how to achieve those goals.

The Board is required to:

- set and review medium and long-term goals
- approve the annual budget
- monitor performance
- approve major financial decisions
- evaluate CEO's performance
- ensure major risks are identified and managed
- ensure there is accurate financial reporting and legal compliance with all relevant legislation

All decisions are made collectively by the Board and all directors share equal responsibility for those decisions.

Are directors legally liable for the decisions they make?

YES. Members of an incorporated association can be held personally liable for the decisions they make. However instances of directors of not-for-profit organisations being sued are rare.

As a director of NSW Writers' Centre Inc., certain responsibilities are required pursuant to both common and statutory law. At common law, these duties are known as fiduciary duties due to the element of trust that is established between an association and its officers. As such directors have legal, ethical and professional responsibilities to act for the benefit of the Centre. This means they must ensure

they carry out their fiduciary and statutory duties to the membership as a whole, not to one group of members or to one particular member.

What are the duties of a director?

Board members have a duty to:¹

- Represent the interests of all members
- Act in good faith in the best interests of the Centre
- Avoid conflicts of interests
- Not use inside knowledge they gain from being on the Board for personal gain
- Act with due care and diligence
- Not allow the Centre to enter into any debts that it may not be able to pay.

Do I receive any remuneration as a director?

NO. Board membership is an entirely voluntary position.

What core skills are important to the Board?

A Board works best when drawing on a wide spectrum of expertise. While a directors is not expected to be an expert in all areas, potential Board members should be able to contribute in one or more of the following areas:

- Strategic expertise
- Industry knowledge
- Financial skills
- Legal skills
- Managing risk
- Managing people

As a not-for-profit organisation funded through grants, sponsorship and by government, Writing NSW needs to be able to establish alternative sources of income to ensure that it remains financially viable in the years ahead. Therefore, all Board members, regardless of the particular skill they possess as outlined above, should be prepared to be involved in ensuring the long term sustainability of the organisation.

¹ Please note, this is a condensed summary only of the law, and not a full and complete statement of Board members' duties.

What personal qualities should a Director possess?

Personal qualities that are desirable in a Director are:

Honesty and integrity

The Board only operates effectively if there is trust between its members. Directors need to be able to raise and discuss matters in confidence in order to explore issues thoroughly and resolve them.

Courage and openness

A director must have the courage to question or speak up if they believe something is not right regarding an important decision, or to challenge the CEO if necessary.

Tact

Effective directors can work within a group and express a point of view or question forcefully, yet constructively.

Genuine interest

A genuine interest in the vision and goals of the Writing NSW and its operations is essential.

Energy and commitment

A good board member is an active contributor and team player who is prepared to do all the required homework before a Board meeting and sit on sub committees.

Some questions that you might consider in coming to a decision whether to seek a position on the Board are:

- Am I a strategic thinker?
- What skills do I have that would add value to the Board?
- Do I understand Writing NSW's operations?
- Can I work as part of a team?
- Do I have sound business instincts and judgment?
- Am I genuinely interested in Writing NSW, its operation, its staff and those it serves?
- Am I prepared to seek advice when in doubt?

What is expected of a director of the Board?

Each director is expected to:

- Attend and actively participate in bimonthly Board meetings which are held on the third Monday evening of the relevant month from 6.00 pm to approx. 8.30 pm
- Prepare fully for Board meetings by reading all Board papers prior to the meeting.

- Participate in sub committees as required
- Attend strategy days
- Attend major Writing NSW events
- Deal with “out of session” issues, usually by email
- Comply with the Board Code of Conduct
- Apply his or her individual skills for the benefit of the Writing NSW as required
- Represent Writing NSW to the broader community
- Actively encourage membership of Writing NSW
- Develop, organise and participate in significant fund raising
- Complete a Director’s eligibility and conflict of interest declaration each year

Who is eligible to become a director?

The rules for eligibility for membership of the Board are set out in the NSW Writers’ Centre Inc. constitution and the *Associations Incorporations Act 2009 (NSW)*.

These requirements are:

- Be a financial member of Writing NSW
- Not be a staff member
- Not be bankrupt
- Not be convicted of a crime for which the maximum punishment is imprisonment for three months or more in the past five years
- Not have any conflicts of interest that would prevent the nominee from performing his or her duties as a Board member

What is the term for a director?

- If elected at an AGM, a director sits for a three year term.
- If co-opted, a director may hold office until the date of the next AGM.
- If appointed, a director holds office for the term set by the Board up to a period of 24 months.

How do I cease being a director?

There are several ways to cease being a Board member:

- Resignation
- Retirement at an AGM
- Becoming ineligible by virtue of the provisions of the Constitution or the *Associations Incorporation Act 2009 (NSW)*
- Be absent from three consecutive scheduled Board meetings without leave.

The Chair is happy to discuss specific issues about Board membership with any potential candidate. Find out more about the Centre at info@writingnsw.gov.au.



WRITING
NSW

Nomination Form

Board of Directors' Election
NSW Writers' Centre Inc
ABN 55 552 981 83

We, the undersigned, being financial members of The NSW Writers' Centre Inc, do hereby nominate

.....to be elected to the Board of Directors of The NSW

Writers' Centre Inc.

.....
Signature of Proposer

.....
Signature of Seconder

.....
Name of Proposer

.....
Name of Seconder

Date:

Date:

I,
read The NSWWC Board Nomination Pack.

do hereby accept the nomination, and confirm I have

I,
Writers' Centre if I am elected.

do hereby consent to be a director of The NSW

Signature:

Date:

Email.....

Phone:.....

Closing date for nominations: **Monday 6 May 2019**

Signed nomination forms may be lodged using the following methods:

By mail:

Sherry Landow, Returning Officer
Writing NSW
PO Box 1056
Rozelle NSW 2039

By scanned copy via email: info@writingnsw.org.au

NSW WRITERS' CENTRE INC

ABN 55 552 981 839

Candidate Declaration

Please note:

1. *Candidates may provide a statement of not more than 200 words. Such statement may only include details in relation to:*
 - i. *the candidate's qualifications and relevant experience;*
 - ii. *the candidate's contribution to NSWWC and writing to date; and*
 - iii. *key issues the candidate sees as facing NSWWC;*

The statement must:

- iv. *not endorse, disparage or otherwise refer to any other candidate or any other Director;*
 - v. *not contain anything that could be considered defamatory; and*
 - vi. *comply with any applicable by-laws or regulations set by the Board.*
2. *You must be a financial member to nominate or to be a proposer or seconder. If you are unsure as to your financial status, please call the office on (02) 9555 9757.*
 3. *Both nominees and proposers/seconders may either sign one document OR sign separate copies of the same form and return them separately (using any of the methods described above).*
 4. *Candidates should read the Writing NSW Code of Conduct prior to lodging their nomination form. Please contact the office for a copy.*

NSW WRITERS' CENTRE INC

ABN 55 552 981 839

Candidate Declaration

- 1) The conflicts of interest policy set out in the By-Laws of the NSW Writers' Centre, state that the standard of behaviour at the Centre is that Directors will scrupulously avoid conflicts of interest between the interests of the Centre on the one hand, and personal, professional, and business interests on the other. This includes avoiding potential and actual conflicts of interests, as well as perceptions of conflicts of interest.
- 2) In order to protect the integrity of the Centre's decision making processes and business judgments, and ensure confidence in the Board's integrity, the By-Laws of the Centre require candidates for election Board to be requested to complete a written Candidate Declaration fully disclosing any interests, relationships, and holdings that could potentially result in a conflict of interest.
- 3) In addition, the By-Laws require candidates to confirm that they are not disqualified under law from acting as a Director.
- 4) The contents of the Candidate Declaration will only be disclosed to the Returning Officer and Chair of the Board. Should the candidate be unsuccessful in being elected, his/her declaration will be destroyed by the Returning Officer for reasons of privacy. In the event that the candidate is elected, he/she will be required to comply with the provisions of the *Associations Incorporation Act 2009* that govern conflicts of interest.
- 5) A retiring director may rely upon the standing declaration of conflicts of interest already provided to the Board, and confirm that all information contained within it is current.

DECLARATION OF CONFLICTS OF INTEREST

I, _____ as a candidate for election to the Board of the NSW Writers Centre Inc set out below my interests in accordance with the Centre's By-Laws.

Category	Details of interest which might give rise to an actual or perceived conflict of interest
Current employment	
Appointments (voluntary or otherwise - for example, trusteeships, directorships, local authority memberships, tribunals etc	
Membership of any professional bodies, special interests groups	
Interests in unlisted companies, partnerships and other businesses	

NSW WRITERS' CENTRE INC

ABN 55 552 981 839

Candidate Declaration

Any contractual relations with the Centre	
Any other circumstances that are not covered above but which might give rise to an actual or perceived conflict of interest	

To the best of my knowledge, I confirm that the above information is complete and correct and that I am not aware of any other circumstance which might give rise to a potential conflict of interest. I give my consent for it to be used for the purposes described in the conflicts of interest policy in the By-Laws of the NSW Writers' Centre and for no other purpose.

Signed: _____

Dated:

Print Name:

CONFIRMATION OF ELIGIBILITY TO ACT AS A DIRECTOR

I, as a candidate for election to the Board of the NSW Writers Centre Inc, confirm that I am not disqualified in law from acting as a director by reason of the fact:

1. I am an undischarged bankrupt;
2. I not subject to a personal insolvency agreement or an arrangement under Part X of the Bankruptcy Act that has not been fully complied;
3. I have been convicted of a crime for which the maximum punishment is imprisonment for three months or more in the past five years.

Signed: _____

Dated:

Print Name: