



FAMILIES OF VETERANS GUILD

Proudly owned & operated by Australian War Widows NSW Ltd



2024 DIRECTOR ELECTION CANDIDATE PROFILES & INFORMATION

ABOUT THE BOARD

The Board is focused on the effective governance of the Company, including strategic direction, reputation, finance, compliance and risk management. The Board does not manage staff other than the Chief Executive Officer (CEO) and is not involved in day-to-day operations.

The Board structure

The AWWNSW Board of Directors comprises 3 - 9 positions which are allocated as follows:

- * Up to 6 Directors to be elected by the membership.
- * Up to 3 Directors to be appointed by the Board based on their skills and experience.
- * At all times the Board must comprise a majority of Directors who are members of the Company.

Elected Directors are appointed for three years. Elected Directors can stand for re-election following completion of their first term. Elected Directors can serve a maximum of two consecutive terms.

As a Director you are required to:

- * Assess and determine for yourself (and as a Board) how any proposed action will affect business performance, especially if it involves the expenditure of money.
- * Obtain advice when you need more details to make an informed decision.
- * Prepare for and take part in Board and Committee meetings.

Board responsibilities

The Board is responsible for the governance and strategic direction of AWWNSW. The Board provides oversight to the operations to ensure alignment with strategy, policy and budget.

A key function of a Board is resource allocation to ensure that management has the means to carry

out the strategy set by the Board.

The Board's role

- * Set and monitor the strategic direction of the organisation.
- * Review financial statements, approve the budget and ensure that the financial assets of the organisation are safeguarded and used appropriately.
- * Monitor performance of the organisation and assure that the principal risks it faces are identified, and that appropriate controls are in place to manage the impact of these risks.
- * Ensure compliance with all governing laws and regulations.
- * Set, approve and amend governance policies and delegate the responsibility for implementation to the CEO.
- * Recruit, hire, evaluate, guide and manage the CEO, including determining the remuneration package.
- * Review the composition of the Board, including performance and refreshment.
- * Ensure sound succession planning including strategies to assure the Board is comprised of individuals who are able to meet the responsibilities of Directors.

LEGAL RESPONSIBILITIES OF DIRECTORS

The expectations and duties of Directors of non-for-profit companies limited by guarantee are the same as a large for-profit company. The legal standard to which Directors are held to is the test of reasonableness, i.e., what would a reasonable person do in the circumstances? The test of reasonableness is assessed against community expectations.

Recently this has shifted from what Directors **did** know to what they **should** know.

Corporations Act 2001

Directors duties are governed by the *Corporations Act 2001* and include:

- * To act with care and diligence.
- * To act in good faith.
- * Not to improperly use position.
- * Not to improperly use information.
- * Disclosure of material personal interests.
- * Ensure the Company isn't trading while insolvent.

The legal fiduciary and statutory duties which apply to Directors demand that Directors do nothing to undermine the viability of the organisation. The legal duties referred to in this respect are:

- * The duty of 'good faith' under s.181 of the *Corporations Act 2001*, which demands that Directors 'exercise their powers in good faith in the interests of the company as a whole and for a proper purpose'. This duty generally demands that Directors avoid doing anything which may undermine the interests of the Company.
- * The fiduciary duty to avoid 'conflicts of interest'.

Under each of these duties, a current or potential Director may be deemed 'ineligible' if involved in or associated with the management, operations, Directorship or promotion of a competing product or service to that of the organisation and which has the potential to jeopardise the

organisation's financial viability and capacity to deliver on its mission.

Directors must

- * Act in the Company's best interests, even if this may not be in your own interests.
- * Know what the Company is doing.
- * Make sure that the Company can pay its debts on time.
- * See that the Company keeps proper financial records.
- * Be honest and careful in your dealings at all times.
- * Use any information you get through your position properly and in the best interests of the Company. Using that information to gain, directly or indirectly, an advantage for yourself or for any other person, or to harm the Company may be a crime or may expose you to other claims. This information need not be confidential.
- * If you have personal interests that might conflict with your duty as a Director, you must generally disclose these at Board Meetings.

2024 ELECTION INFORMATION FOR MEMBERS AND CANDIDATES

At the close of nominations on 20 June 2024, the Company Secretary received a total of 5 nominations for 4 Board positions.

As a result, an election must be held. In accordance with custom and practice, this will occur through postal ballot. Candidate profiles appear in the following pages, followed by the ballot paper.

Candidates appear in alphabetical order as per the requirements in the constitution. Candidates with the most votes will be elected into vacant positions in sequential order. Candidates that receives the least amount of votes will not be elected to the Board.

How to Vote

To vote for a candidate, members must complete the ballot paper enclosed with this document and return it to the Company Secretary by **no later than 5pm on 13 August 2024**.

Ballot papers may be submitted electronically by emailing: **ceo@fov.org.au** or sent through the mail.

Ballot papers being returned through the **mail** must be placed in the return envelope marked 'ballot paper'.

To be received in time, it is recommended that ballot papers being returned via this method be posted by **no later than 5 August 2024** to ensure that they are received before the closing date.

Counting of Votes

All votes will be collected by the Company Secretary either through electronic means or through receipt of the mail.

Electronic ballot papers will be secured by way of password protected electronic file. Hard copy ballot papers will be kept under lock and key.

On 14 August 2024, the ballot papers will be checked by the Company Secretary, in the presence of the Company Auditor, to ensure they are valid.

The votes will be tallied and the result will be communicated with the Chair of the Board.

The result of the vote, including the number of votes cast and the successful candidates will be announced at the AGM on 15 August 2024.

BOARD OF DIRECTORS - CANDIDATE PROFILE

MS LYN-ANNE BYE

"It would be a privilege to meaningfully contribute my personal insight and experience to the Australian War Widows NSW Ltd Board of Directors."



My name is Lyn-Anne Bye and I am the Coordinator for the Laurieton War Widows Social Club.

My husband of 35 years was a Vietnam veteran and served the Australian Army for six years in the Royal Australian Infantry Corps.

We enjoyed a wonderful life together raising three children prior to his sudden passing. This personal journey has instilled in me a deep understanding of the unique emotional and practical needs that war widows and veterans' families face. After relocating to the NSW mid north coast in 2014, I was approached by Legacy to become a Torchbearer.

As a Torchbearer, we fundraise for war widows in the Port Macquarie Hastings area and I've also since gained valuable experience with responsibilities as Vice President. Through this experience, I've been fortunate to make many new friends and was invited to join the Laurieton War Widows Social Club.

Our group of ladies range from World War I through to Vietnam war widows supporting each other through companionship and community. As Coordinator I enjoy my responsibilities spanning secretarial, treasury, welfare and social outing arrangements.

Since joining these organisations almost 5 years ago, I have been committed to supporting war widows through advocacy, fundraising and community building.

It would be a privilege to meaningfully contribute my personal insight and experience to the Australian War Widows NSW Ltd Board of Directors.

Lyn-Anne has experience with future planning, fundraising and as a Social Club Coordinator.

BOARD OF DIRECTORS - CANDIDATE PROFILE

MS QUEEN DUNBAR

"I combine my vocations with being a mother and a mentor, that while keeping busy, provide me with a need to give back to my community and a sense of person and professional accomplishments and achievements."



For the last three years, I have had the privilege to be a Board member and President of this great organisation.

In that time I have sat on the Finance, Risk and Audit Committee and Investment Advisory Committee, reporting to the Board and learning all about ethical governance and directorship.

I have represented you, our war widows and families of veterans at numerous services and commemorations, advocating for you both at the state and federal levels of government, working with DVA, stakeholders, government ministers and departments to ensure your voices and concerns are heard and addressed.

I have also travelled around NSW, meeting you, listening to your stories and providing support and leadership to connect you back with your Social and Guild Clubs as well as provide encouragement for those finding it challenging to reconnect once we re-opened post Covid restrictions.

In that time, I have also kept up with my own work commitments outside of FOVG. I have been an international flight attendant and a high school English teacher for many years. I combine both these vocations with being a mother and a mentor, that while keeping busy, provide me with a need to give back to my community and a sense of person and professional accomplishments and achievements.

Queen has experience with budgeting, future planning, with war widows programs and governance.

BOARD OF DIRECTORS - CANDIDATE PROFILE

BRIG JOCELYN KING CSC

“It would be a privilege to support the families of veterans. I would do so with the compassion and commitment I have always applied to my military leadership responsibilities.”



A career Army officer having commenced in the Army Reserve in 1990, I joined the Perth based Army Pipes and Drums just days after becoming old enough to do so.

I transferred to full-time service in 1995 and after graduating from the Royal Military College was allocated to the Royal Australian Army Medical Corps.

I have served across command and leadership, health, education and training, personnel management and strategic staff roles including operational deployments to Egypt, the Solomon Islands and Afghanistan.

I was privileged to previously command the Army School of Health and am currently Commander of the 2nd Health Brigade.

I would welcome an opportunity to contribute to the broader Defence community as a Board Member of the Families of Veterans Guild. My military service would offer understanding

of the experiences of serving members in the families the Guild supports and seeks to engage with. My experience in leadership, personnel management and strategic staff roles has built deep insight into Defence policy and culture settings with respect to veterans and families.

Through senior Defence appointments I held budgeting, planning and governance responsibilities. I have experience in preparation of ministerial briefings and correspondence, and have led a strategic communications team for ADF headquarters. I am a graduate of the Australian Institute of Company Directors having completed the Company Directors Course in 2017 and hold a Master of Business Administration completed through Deakin University in 2019.

A Board Member for the Army Amenities Fund Company from 2016-2019, I am keen to combine my experience and education to again support a not-for-profit organisation in the Defence community.

It would be a privilege to support the families of veterans. I would do so with the compassion and commitment I have always applied to my military leadership responsibilities.

BRIG King has experience with budgeting, future planning and governance.

BOARD OF DIRECTORS - CANDIDATE PROFILE

MS YVONNE STAPLETON

“With my professional background and knowledge, and above all with my long commitment to supporting the needs of widows and families, I am confident of contributing to the work of the Board.”



My husband was a Vietnam veteran serving in the Australian Army for 30 years. He was also a Legatee for 25 years. I became a war widow in 2016. We have three children - two sons and a daughter. Both sons served in the Australian Army and are veterans.

Joining Australian War Widows NSW (City) provided an opportunity to meet other war widows. Currently I am Secretary of a small Legacy Widows Club, a representative on the Campbelltown Domestic Violence Committee and an active member of the Zonta Club of Macarthur for 19 years, which encourages women and girls to achieve their full potential.

An active professional career covered areas as an educator in a wide range of positions in NSW,

Queensland, England and Wales, also serving as an Australian Army Education Officer.

Initially training as a general primary teacher, completing further study including a Master of Education and a Bachelor of Arts. Roles included the provision of training for teachers and consultancy for schools and districts, providing syllabus and policy information, teaching students with special needs, secondary school teaching, lecturing at university and conducting in service courses for staff.

Further experiences gained included as a principal education officer, and liaising with staffing, legal services, finance and parent or peak bodies.

With my professional background and knowledge, and above all with my long commitment to supporting the needs of widows and families, I am confident of contributing to the work of the Board.

Yvonne has experience with budgeting, future planning, fundraising and governance.

BOARD OF DIRECTORS - CANDIDATE PROFILE

MR SCOTT WARR

“I believe I would bring significant capability and experience in all aspects of the veterans’ community (particularly families of veterans) and the issues that are impacting them.”



I am a former Regular Army Officer who served for 22 years in the Army and continues to serve in the Reserves today.

Until last year, I worked full-time in the Ex-Service Organisation/ veteran community sector for 6 years.

My most recent experience was as Legacy Australia Incorporated's national CEO and RSL NSW's Acting CEO.

I am currently the President of the Terrigal-Wamberal RSL sub-branch in NSW. I therefore have an excellent and in-depth understanding of the current issues impacting the veteran community, particularly those of the families of veterans. I believe I am a highly effective and capable senior executive leader with a track record for delivering results.

I have over 30 years of broad experience in the military, private and public sectors in Australia and overseas. I have been recently appointed as a Service Member of the Veterans Review Board (VRB) and as a Trustee on the RAAC Colonel John Haynes Trust.

I believe I would bring significant capability and experience in all aspects of the veterans’ community (particularly families of veterans) and the issues that are impacting them. I also bring practical “hands-on experience” from 4 years as national CEO of Legacy Australia in dealing with specific families of veterans issues. I have a detailed understanding of the Charities and NFP Sectors, Finance and Investments, Human Resource Management, and Emergency and Business Continuity Management.

Scott has experience with budgeting, future planning, war widows programs, fundraising and governance.

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