



CEHL BOARD PROSPECTIVE DIRECTOR GUIDE

30 August 2021



EMPOWERED PEOPLE

THRIVING CO-OPERATIVES

BETTER HOUSING SOLUTIONS

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Welcome

Welcome to the CEHL Prospective Director Guide.

You are here because you have shown interest in becoming a CEHL Director and therefore playing a key part in the governance and future for our Co-operative Housing Program.

The Prospective Director Guide provides key information about the CEHL Co-operative Housing Program, requirements of directors of CEHL and ongoing opportunities for development.

Becoming a CEHL Director is an incredible opportunity for members of the CEHL Program. It is a rewarding way to directly ensure excellent governance and viability of our important and unique organisation and Program.

CEHL Directors are extensively supported through a range of tools to be able to make an informed contribution to the discussions and decisions that the Board is responsible for.

Heidi Lee

Heidi Lee
Chair
Board of Directors
Common Equity Housing Ltd
30 August 2021

Section 1: About CEHL

Established in 1986, the Common Equity Housing Limited (CEHL) Program grew from a grassroots rental housing co-operative movement, into a leading registered Housing Association.

CEHL is a provider and developer of affordable housing. We partner with independent co-operatives to provide affordable housing to eligible households throughout Victoria.

CEHL Housing Program snapshot



103
Co-operatives

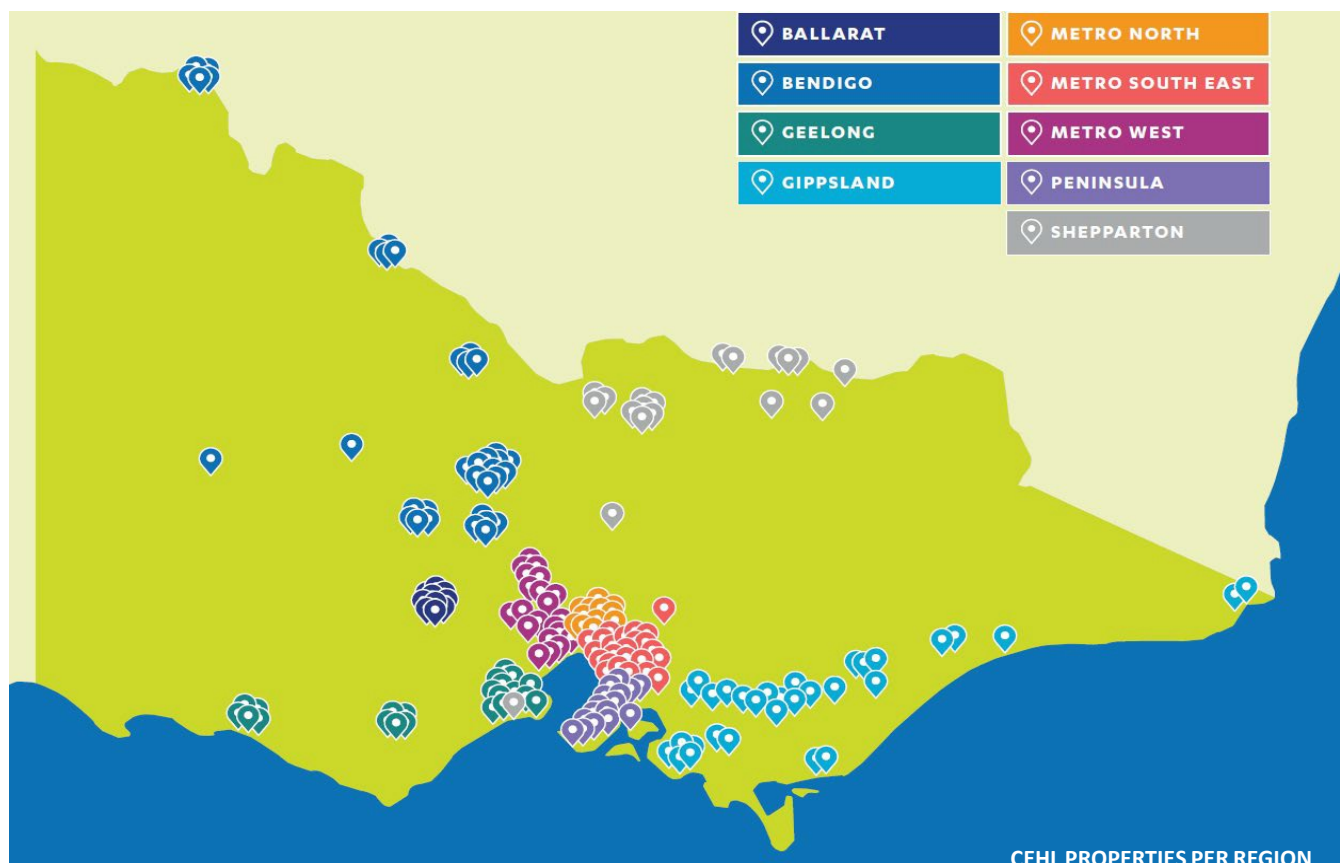


4,291
People housed



2,101
Homes

Our housing program is an alternative to private rental or homeownership. The Program enables people to work together to meet their housing needs.



- CEHL retains ownership of all properties
- Asset value at 30 June 2021 \$1 Billion
- CEHL is a registered Housing Association
- CEHL is a registered not-for-profit company limited by shares
- CEHL is a registered charity and public benevolent institution with deductible gift recipient status



One of the key responsibilities of a director is to ensure that the Vision, Purpose and Values are always at the centre of decisions and conversations.

CEHL Vision

Empowered people

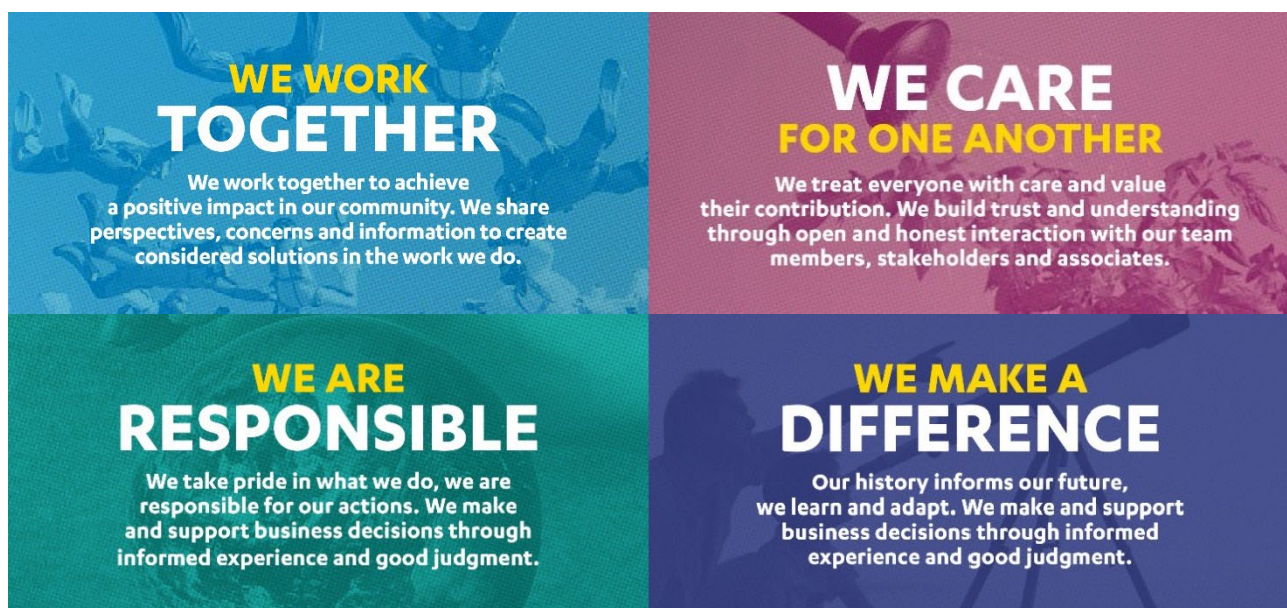
Thriving co-operatives

Better housing solutions

CEHL Purpose

To partner with member co-ops to deliver an effective, sustainable and member-led co-operative housing program.

CEHL Values



Section 2: Program Summary

The CEHL Co-operative Housing Program grew from a grassroots rental housing co-operative movement, in a time of declining housing affordability and growing social dislocation in the 1980s.

A Co-operative housing model, in the social housing system, was created to enable co-op housing members to be directly involved in the management of their housing.

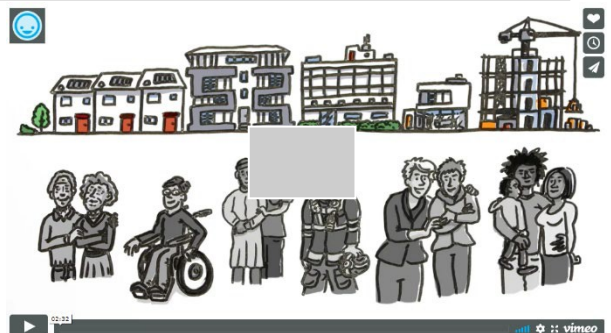
Co-ops manage their housing, membership and rentals while CEHL provides co-ops with technical expertise, policy guidance, program management, asset portfolio management and compliance reporting.



A film capturing the history of the Program told by founding members and employees was commissioned for the 30-year anniversary in 2016

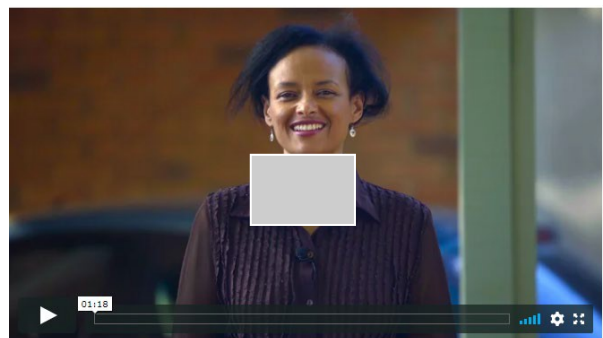
CO-OPERATIVE HOUSING

- Around 8,000 people live in co-ops across Australia
- Intentional communities
- Legal entities
- Run according to [Co-operative Principles](#)



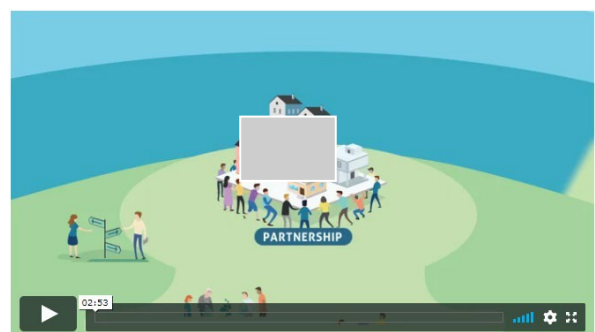
CEHL CO-OPERATIVE HOUSING

- Co-ops meet the needs of their members within the framework of the CEHL Co-operative Housing Program
- Secure long-term rental
- Affordable rent
- Co-op members contribute to decisions that shape the Program and influence their housing
- Supportive community
- Decisions are made according to [CEHL Program Principles](#)



DIRECT RENTALS

- Renters managed directly by CEHL, outside of a co-operative
- 30% of renters in the Program



CEHL MODELS OF CO-OPERATIVE HOUSING

COMMON EQUITY RENTAL HOUSING CO-OPERATIVE (CERC)

- High level of member involvement
- Select members
- Manage rentals, finance and maintenance
- Influence the Program
- Manage co-op governance

COMMUNITY MANAGED CO-OPERATIVE (CMC)

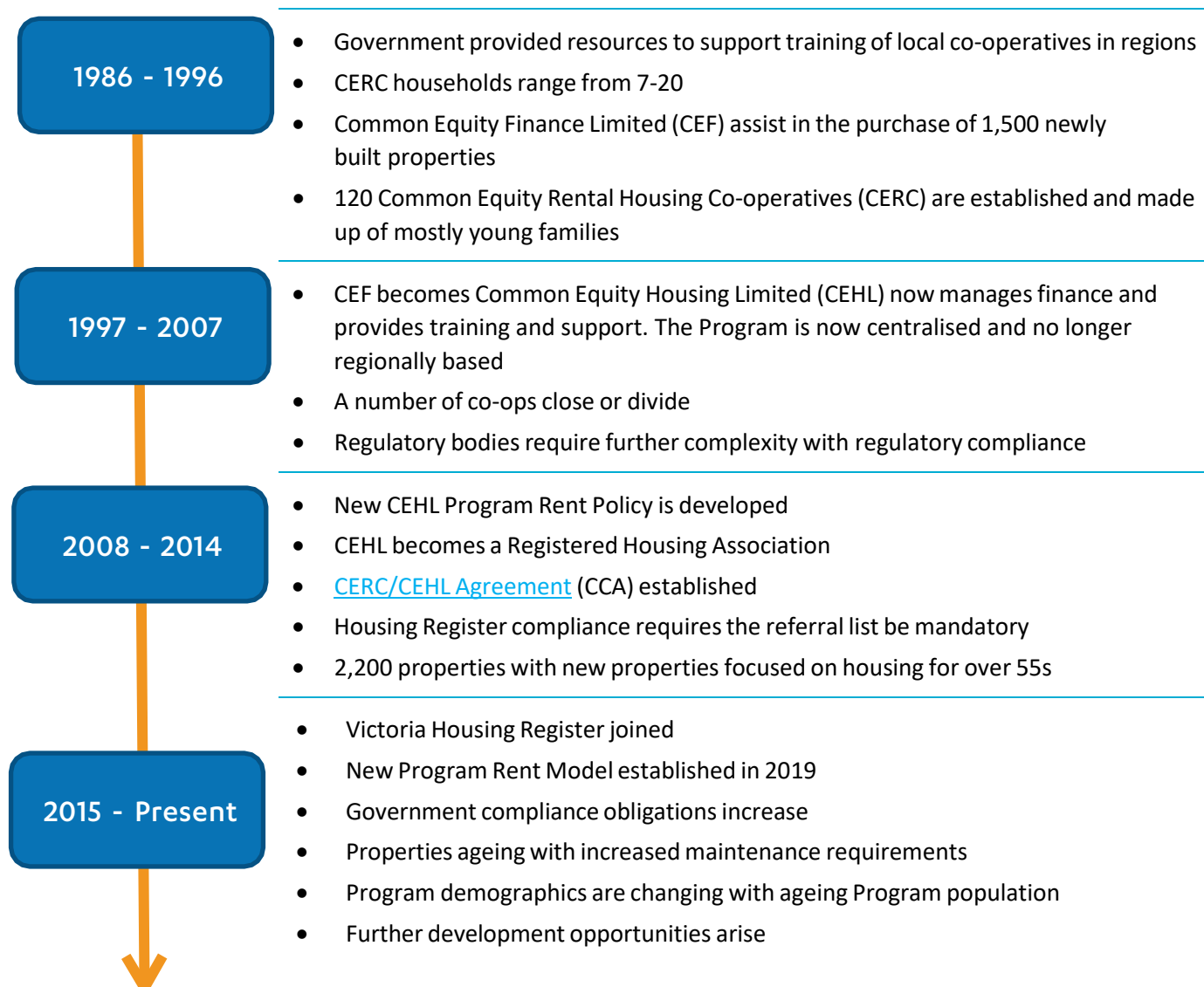
- Medium level of involvement
- Select members
- Influence the Program
- Manage co-op governance
- In a CMC, CEHL manages rentals, finance and maintenance

NUMBER OF CO-OPS PER REGION

- The Program operates in 60 different local government authorities.
- For a list of co-operatives see the [CEHL Annual Report 2019/20](#)



Program Development Timeline



Section 3: Media

A sample of relatively recent news articles reflecting CEHL activities and the positive impact on people in the Program and broader community:

- [Properties in development](#)
- [Thornbury townhouses](#)
- [Boost for co-op housing](#)
- [Karren Walker inducted into BCCM Honour Roll](#)
- [I love co-op](#)
- [Ithaca Co-op member's role in first moon landing](#)
- [Planning Excellence Award for Murundaka](#)
- [Earth Co-operative Wins Top Honours](#)
- [Co-ops on the road to gender equality](#)

Section 4: The Board



**Heidi
Lee**

CO-OP ELECTED DIRECTOR AND
CHAIRPERSON



**Fiona
Herman**

CO-OP ELECTED DIRECTOR



**Gordon
Kieselbach**

CO-OP ELECTED DIRECTOR



**Robyn
Evans**

CO-OP ELECTED DIRECTOR



**Sylwia
Greda-Bogusz (OAM)**

CO-OP ELECTED DIRECTOR



**Brodie
Woodland**

APPOINTED DIRECTOR



**Jean
Nankin**

APPOINTED DIRECTOR



**Keith
Bayliss**

APPOINTED DIRECTOR



**Samantha
Winter**

APPOINTED DIRECTOR



**Tony
De Domenico (OAM)**

APPOINTED DIRECTOR



**Brad
Hosking**

CORPORATE DIRECTOR/
ACTING MANAGING DIRECTOR

For bio's on each of the Directors: www.cehl.com.au/AboutCEHL/Governance

Section 5: Directors' Code of Conduct

CEHL is a company limited by shares and is incorporated under the Corporations Act 2001. All Directors are legally bound to meet all the statutory duties and obligations required of the Corporations Act.

This code of conduct reflects duties specified in the Corporations Act and attempts to clarify duties and conduct in relation to the functioning of the CEHL Board and its role in overseeing the operation of the Co-operative programs.

As a Board Director, you must

- Recognise that decisions by the Board are decisions by the entity and that all members of the Board are bound by such decisions
- Act honestly and in good faith at all times
- Declare all interest that could result in a conflict between personal and organisational priorities
- Be diligent, attend Board meetings and devote sufficient time to preparation for Boards decision making
- Ensure scrupulous avoidance of deception, unethical practice or any other behaviour that is, or might be construed as, less than honourable in the pursuit of the business
- Not disclose to any other person confidential information other than as agreed by the Board or as required under the law
- Act in accordance with their fiduciary duties, complying with the spirit as well as the letter of the law, recognising both the legal and moral duties of the role
- Abide by Board decisions once reached notwithstanding a Board Directors right to pursue a review or reversal of a Board decision
- Not to do anything that in any way denigrates CEHL or harms its public image

Section 6: Directors Time Commitment and Remuneration

Board Directors can expect to commit at least 20 hours per month, this includes time for:

- preparation and participation for board and committee meetings
- reading reports and industry information

The total annual remuneration and training for non-executive Directors of the Company is \$88,000 per annum (indexed by the Consumer Price Index each year).

Director Role	Annual Remuneration		
	Sitting Fee	Superannuation	Total
Board Member & Committee Chair	\$ 8,500.00	\$ 850.00	\$ 9,350.00
Board Member & Committee Member	\$ 6,570.00	\$ 675.00	\$ 7,425.00
Board Member	\$ 3,000.00	\$ 300.00	\$ 3,300.00

Section 7: Schedule

The Board calendar is approved each December. The key activities are highlighted in this table. The next page shows a full calendar year.

KEY EVENTS

Meeting	Timeframe
Board Meeting	Last Tuesday of the month
Strategic Planning Day	Saturday – February
Annual General Meeting	Last Saturday of November
Annual Dinner	Second week of December

FULL CALENDAR YEAR

<ul style="list-style-type: none"> • No meetings unless required 	<ul style="list-style-type: none"> • Monthly meeting • Property Committee Meeting • Committee Charters & Plans reviewed • Asset Management Report • ATO Self Governance • Economic Outlook 	<ul style="list-style-type: none"> • Monthly meeting - Strategic Saturday • Managing Director mid-year review • Employee Engagement Survey • Delegation of Authority • Co-op status report • Vacancy report • PCG and Policy Committee meetings • Finance and Risk Committee 	<ul style="list-style-type: none"> • Monthly meeting • Asset Management Dashboard Report • Q3 Budget Reforecast • Q3 Business Plan Refresh and Report • Vacancy Report • Property Committee meeting 	<ul style="list-style-type: none"> • Monthly meeting • Finance and Risk Committee meeting • Strategic mid-year review • Business Plan Financial Year Review • Interest Rate Management • Future Directions Report • Capital Investment Report • Financial Year Budget Review
January	February	March	April	May
<ul style="list-style-type: none"> • Monthly meeting • Financial Year Business Plan • Financial Year Budget • Managing Director Priorities • PCG Committee meeting • Policy Advisory Committee 	<ul style="list-style-type: none"> • Monthly Meeting • Strategic Saturday • Annual Asset Management Plan • Skills Matrix Review 	<ul style="list-style-type: none"> • Monthly meeting • Co-op Service Escalation Report • Future Directions Report • Co-op Status Report • Advisory Group Reports 	<ul style="list-style-type: none"> • Monthly meeting • AGM Resolutions • Audited Accounts • PCG Committee • Finance and Risk Committee • Policy Committee • Q1 Budget Reforecast • Managing Director Appraisal 	<ul style="list-style-type: none"> • Monthly meeting • Honour Board Review • Risk Report • Asset Management Report • Q1 Business Plan Refresh and Report
June	July	August	September	October
<ul style="list-style-type: none"> • Monthly meeting • AGM & Director Elections • Finance and Risk Committee • Advisory Group Reports • Co-op Service Escalation Report • Future Directions Report • Co-op Status Report • Vacancy Report • Capital Investment Reports 	<ul style="list-style-type: none"> • Monthly meeting • Annual Dinner • New Directors - 1st meeting • AGM Debrief • Housing Registrar Annual Declaration • Board Calendar • Committee Plans 	November	December	

Section 8: What's Next?

You have completed the first step of becoming a CEHL director, the next steps are:

1. Prospective Director Program
2. Recruitment
3. On-boarding

1. PROSPECTIVE DIRECTOR PROGRAM

The program has been developed to assist prospective directors understand their requirements as a Board Director.

The Prospective Director Program is voluntary.

CEHL recommends all prospective directors attend the following courses and sessions to assist in their personal development and understanding of what is involved in being a board director.

- CEHL Prospective Director Information session, is held in September each year
- Watch CEHL: Induction Insights for Directors Videos, email rachel@cehl.com.au for login details
- Australian Institute of Directors (AICD) – [The Strategic Board course for all new Directors](#) (a one-day course)

CEHL offers annual scholarships to members, the courses listed above fit the required eligibility. If you are interested in applying for a scholarship, see the [Scholarship form](#) for details.

2. RECRUITMENT

Appointment of directors to the CEHL Board is completed through two different processes.

Elected directors are co-op members nominated by their co-op and voted for by shareholder co-operatives at the CEHL Annual General Meeting and serve a two-year term.

Appointed directors are selected by the Board directors to provide specific skills or expertise to the board, they are selected through a standard recruitment process as outlined below.



3. ON-BOARDING

If you have been elected or appointed, the 'On-boarding' process begins, where new directors are provided the necessary knowledge, skills, and guidance on behaviours in order to become an effective board member.

Appointed and elected directors are required to complete the on-boarding phase of the program.

On-boarding includes:

Induction	The induction provides you with a more in-depth overview of CEHL and its operations. It takes you through your requirements as a director of CEHL and includes an introduction to mentoring, development videos and ongoing support.
Administration	The administration step is to complete the required paperwork for each director, it includes; indemnity deeds and other required documentation, completing your register of interests and payroll.
Mentoring	<p>New board members are paired with an experienced one in order to support and further develop the new board member's effectiveness.</p> <p>The mentor will assist with supplement information presented, answer questions prior to meetings or after, facilitate getting to know other Board members, senior management and stakeholders.</p>

KEY LINKS

CEHL Website	www.cehl.com.au
CEHL Constitution	https://www.cehl.com.au/AboutCEHL/Attachment?Action=Download&AttachmentId=1714
CEHL Annual Reports	https://www.cehl.com.au/CEHLAnnualReports
CEHL Governance	https://www.cehl.com.au/AboutCEHL/Governance
CEHL Program Fact Sheets	https://www.cehl.com.au/Article?Action=View&ArticleId=278

