
Position Description – Non Executive Director, Ecotourism Australia

Role Purpose

Directors are responsible for providing strategic leadership, governance and oversight of Ecotourism Australia. The Board works collectively to ensure the organisation remains financially sustainable, achieves its purpose, manages risk effectively and delivers value for members, industry and stakeholders.

Directors contribute their skills, experience and judgement to support the long-term success of Ecotourism Australia and the advancement of sustainable tourism in Australia.

Key Responsibilities

As a member of the Board, Directors are expected to:

- Contribute to the development, review and implementation of the organisation's strategic direction.
- Approve and monitor the Strategic Plan, annual Business Plan, Budget and other significant organisational policies and frameworks.
- Oversee organisational performance, financial sustainability, risk management and compliance.
- Monitor the performance of the Chief Executive Officer through the Board's governance processes.
- Ensure the organisation operates in accordance with its Constitution, legal obligations and good governance practices.
- Contribute constructively to Board discussions, decision-making and strategic planning.
- Act as an ambassador for Ecotourism Australia and support the promotion of its purpose, programs and impact.
- Support the growth, sustainability and reputation of the organisation through stakeholder engagement and industry leadership.
- Exercise independent judgement while acting in the best interests of Ecotourism Australia as a whole.

Director Expectations

Directors are expected to:

- Act at all times in the best interests of Ecotourism Australia and fulfil their duties under the Corporations Act 2001 and other relevant legislation.
- Attend and actively participate in Board meetings, with approximately six meetings held each year, primarily online, plus up to two face-to-face Board workshops.
- Review Board papers and prepare appropriately for meetings and decision-making.
- Participate in at least one Board Committee or Working Group, as agreed with the Chair.
- Respond to Board and organisational matters in a timely and professional manner.
- Maintain appropriate confidentiality regarding Board discussions and information.
- Participate in ongoing professional development to support effective governance.
- Attend the Annual General Meeting and other key organisational events where possible.
- Act as a positive ambassador for Ecotourism Australia within the tourism industry and broader community.

Director Code of Conduct

Directors are expected to uphold the highest standards of governance, integrity and professionalism.

Directors will:

- Act honestly, ethically and in good faith.
- Exercise care, diligence and sound judgement in fulfilling their responsibilities.
- Act in the best interests of Ecotourism Australia as a whole.
- Respect the collective decision-making authority of the Board.
- Avoid actual, potential or perceived conflicts of interest and disclose conflicts promptly.
- Maintain confidentiality of Board information and discussions.
- Use information and authority obtained through their role appropriately and only for proper purposes.
- Treat fellow Directors, staff, members and stakeholders with respect and professionalism.
- Support a culture of transparency, accountability and continuous improvement.
- Comply with the Constitution, Board Charter, policies and all applicable legal obligations.

Skills and Experience

Ecotourism Australia maintains a skills-based Board and seeks to ensure that the collective skills, experience and perspectives of Directors align with the Board Skills Matrix and the current and future needs of the organisation.

When considering nominations and appointments, the Board will seek an appropriate balance of professional expertise, industry knowledge, governance capability and diversity of perspectives to support effective decision-making and organisational performance.

The Board may seek Directors with experience in one or more of the following areas:

- Sustainable tourism, ecotourism or environmental management
- Financial management, accounting and financial literacy
- Legal, regulatory or compliance expertise
- Strategy, leadership and risk management
- Corporate governance and board leadership
- Advocacy, stakeholder engagement and partnerships
- Membership-based organisations, not-for-profit or purpose-driven organisations
- Commercial business development and revenue generation
- Certification, assurance, standards or accreditation systems
- Strategic planning, organisational growth and organisational transformation

In addition to skills and experience, the Board values diversity of thought, professional background, geographic representation and lived experience. Ecotourism Australia encourages nominations from individuals with varied backgrounds and perspectives, including First Nations people, to support a Board that reflects the communities, destinations and tourism businesses it serves.

The Board recognises that no individual Director is expected to possess expertise across all areas. Rather, Directors are appointed to contribute to the collective capability of the Board and to support effective governance, strategic oversight and long-term organisational success.

Director Performance

Director performance is assessed through a combination of self-assessment, peer review and Board evaluation processes. Key areas of contribution include:

- Attendance and active participation at Board and Committee meetings.
- Preparedness and quality of contribution to Board discussions and decision-making.
- Compliance with legal, fiduciary and governance responsibilities.
- Contribution to strategic thinking, risk oversight and organisational performance.
- Engagement with stakeholders and support for the organisation's reputation and objectives.
- Participation in professional development and governance training.

The Board may periodically undertake formal Board and Director performance reviews to support continuous improvement and Board effectiveness.

Additional Requirements for role of Chair of the Board

The Chair is responsible for providing leadership to the Board and ensuring the effective governance of Ecotourism Australia. The role requires strong leadership, strategic thinking, sound judgement and the ability to facilitate constructive decision-making. Working closely with the Chief Executive Officer and Directors, the Chair helps shape the organisation's strategic direction, promotes good governance practices, and represents the interests of the organisation and its members.

In addition to fulfilling the responsibilities of a Director, the Chair will:

- Provide leadership to the Board and facilitate effective Board meetings and decision-making.
- Work closely with the Chief Executive Officer to develop Board meeting agendas, review Board papers and support the effective operation of the organisation.
- Serve as the primary point of contact between the Board and the Chief Executive Officer outside formal Board meetings.
- Oversee the implementation of key governance policies, including acting as the designated contact or authorised officer under relevant policies such as the Code of Conduct and Whistleblower Policy where required.
- Support the induction and orientation of new Directors to ensure they understand their governance responsibilities and the work of the organisation.
- Represent Ecotourism Australia as a spokesperson where appropriate and authorised by the Board.
- Lead the annual performance review and remuneration assessment of the Chief Executive Officer, supported by the CEO Performance Committee.
- Foster a positive, collaborative and high-performing Board culture that supports effective governance and strategic oversight.

Ecotourism Australia Constitution: Qualification for Membership of the Board

Part 4 Directors and Secretary

12. Qualification for Membership of the Board

Subject to the Corporations Act (2001)

a) A Director must be:

i. a current Member of the Company or a representative of a current Member duly nominated by a valid representative of that Member (Member Elected); or

ii. a person appointed by the Board of Directors (Board Appointed).

b) A Director must be a natural person and at least eighteen (18) years old.

c) A Director must consent in writing to holding the position of Director and hold a valid Director Identification Number.

d) A person prohibited from being a Director by the Court and the Australian Securities and Investments Commission is ineligible to be elected for appointment as a Director.

e) The Auditor is ineligible to be elected or appointed as a Director.

f) A Director, whether Member Elected or Board Appointed, must meet the skills and qualifications requirements (Director Eligibility Criteria) determined from time to time by the Board to serve the best interests of the Company and achieve the Objects of the Company.