

WESTPAC BOARD OBSERVER PROGRAM

In partnership with MinterEllison



BUILD YOUR BOARD'S RESILIENCE AND IMPACT

The Westpac Board Observer Program is a practical and immersive governance program designed to offer not-for-profit organisations the opportunity to invite senior corporate professionals to attend their board meetings as an observer for 12 months.

Developed in partnership with legal and consulting firm MinterEllison, the program is a unique capability offering for our community partners seeking to bring new skills and fresh perspectives to their boards without any ongoing commitment.

How it works

Observers will be selected from a range of talented senior professionals from across both Westpac Group and MinterEllison who have diverse skill sets and a genuine passion and interest in the community sector. Participants have experience in areas such as legal, HR, finance, risk management, business strategy, digital transformation and marketing.

Boards will be involved in the selection process for observers to ensure an alignment of skills and culture for the organisation and if a suitable match is found, will commit to involving the observer in all board meetings over a 12-month period. The observer will have no voting rights or obligations as a director or officer of the organisation but will be invited to contribute to discussions in an informal capacity.

Boards will also have the opportunity to select more than one observer if they wish.

All observers and boards will sign an agreement which outlines the roles and responsibilities of both parties as well as provides assurance that the observer will adhere to strict confidentiality regarding board matters.

Westpac's Board Observer Program provides observers with a structured opportunity to prepare them for future directorships and includes governance training, support and networking opportunities.

Criteria

Preference is given to boards that are social enterprise or community partners of Westpac Foundation, Westpac Group, Minter Ellison, or our learning partner Future Directors Institute with a focus on:

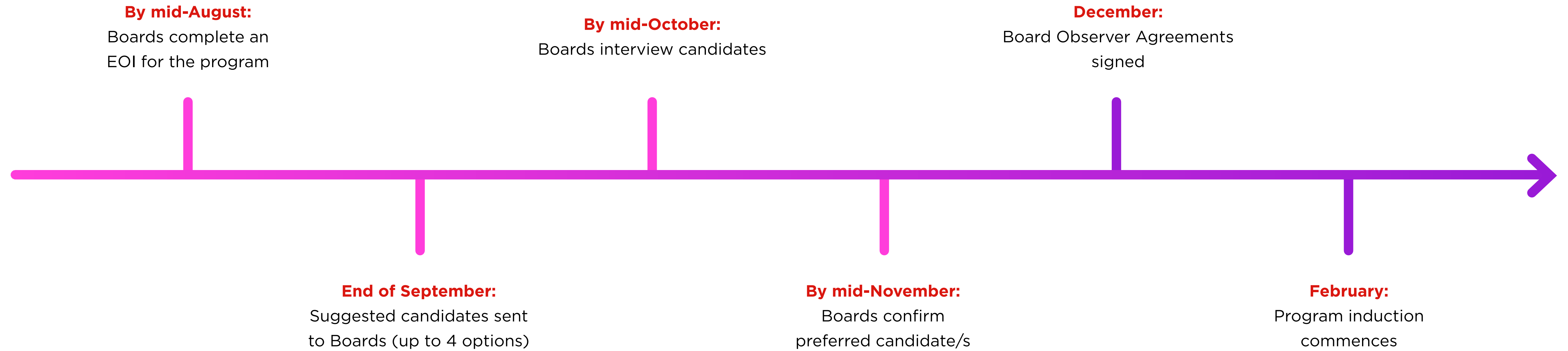
- education, training and employment of vulnerable Australians
- breaking cycles of disadvantage in Australian communities
- supporting Indigenous Australians.

“You get stronger as a board and stronger as an organisation because of the value of having an independent observer. It is a golden opportunity, and everyone should grab it.”

Shelley Bowen,

MD Health Futures Australia

KEY PROGRAM DATES



PROGRAM FACILITATOR, TRAINING AND SUPPORT

Program facilitator

Paul Smith, Future Directors Institute

Paul is a director coach, board effectiveness consultant, author, international speaker and non-executive chair. He is on a mission to help transform the next generation of leaders into boardroom influencers.

Since launching in 2015, Future Directors has trained hundreds of aspiring and experienced directors across the world, helping them accelerate their impact inside and outside the boardroom.

Paul's award-winning and bestselling book, *Right Seat Right Table*, is the how-to guide for finding and securing an ideal value-aligned board role, why you would do it, and what legacy you want to leave in the world.

Training and support

Observers will have access to training and support throughout the duration of the program including:

- Program induction including overview of governance topics
- 5 x learning sessions on governance topics including finance, risk and strategy
- Group coaching sessions
- Access to an independent mentor/coach with extensive not-for-profit board experience to provide one-on-one support throughout the program
- Access to governance e-learning materials via Westpac
- Networking opportunities.

Boards will also be invited to a number of optional governance learning sessions.

“We were so impressed with the talent of our board observers. You get so much value, insight and commitment from them and having the connections into Westpac has been invaluable.”

Stephen Woodlands,

Founder & MD Head Start Homes

FAQS

What is the role of the Observer?

The Observer will attend all board meetings of the Organisation as a non-voting observer for a term of 12 months. If the Organisation invites the Observer to contribute to any discussions at any meeting, the Observer may do so on an informal basis, but the Observer may not vote at any such meeting. The Observer has no rights or obligations as a director or officer of the Organisation.

The Observer may draw upon their professional experience to contribute to the Board discussions but the Observer is not to advise the Board in a formal capacity.

What happens at the end of the 12 month Observer?

Any extension of the Term will need to be agreed by the Organisation and the Observer in writing prior to the expiry of the Term.

What training and support is provided to Observers?

The Westpac Board Observer Program will provide over the 12 months: governance training and support for the Observer including an induction on Board roles and responsibilities prior to the program commencing; 5 x learning sessions on governance topics including finance, risk and strategy. Each Observer will also have the opportunity to reach out to specialist mentors and small peer groups for support in navigating complex governance challenges.

Can the Observer be terminated?

The appointment of the Observer may be terminated for any reason by any party in accordance with the written agreement signed by the parties prior to commencing the Program.

What is the role of the Board?

The role of the Board is to include the Observer in all Board meetings and facilitate opportunities for the Observer to leverage their skills and experience to contribute to discussions at any meeting in an informal capacity.

The Board will appoint a liaison for the Observer to act as a contact point for the duration of the 12-month program.

Why are Westpac Foundation and MinterEllison involved in the Program?

Westpac Foundation and MinterEllison have partnered to develop the Observer Program as both organisations have a strong focus on strengthening non-profit boards and creating opportunities for their employees to develop non-profit governance experience.

What is the time commitment required from an Observer over the 12 months?

The total time commitment for an Observer is estimated to be 24 hours per year (based on monthly meetings) and approx. 10 hours of governance training and support.

Is the Observer subject to confidentiality requirements?

As set out in the Board Observer Agreement, any confidential information of the Organisation that the Observer acquires in connection with their appointment as an Observer will remain confidential to the Organisation.

What if I can't make a Board meeting?

It is a requirement of the program for the Observer to attend all Board meetings. However, if special circumstances prevail and the Observer is unable to attend, they must notify their nominated contact at the Board as soon as possible.

Can I claim my Observer role as volunteer leave?

Westpac Group employees may claim volunteer leave towards their Board Observer role.

MinterEllison – If an appointment as Observer is approved by the firm as part of an individual's agreed professional development program that individual will be provided with appropriate leave to attend the Board meetings.

Will I get feedback on my Observer role?

Observers and Boards will be invited to participate in a survey at the completion of the Program to provide feedback on the experience.

Case study:

THE UNDERGROUND COLLABORATIVE

Westpac Regional General Manager Matt Delmenico originally signed up to Westpac's Board Observer Program because he wanted to harness his corporate leadership and marketing skills to support a not-for-profit realise its goals.

In 2019 he was paired with The Underground Collaborative, a social enterprise that provides employment and housing solutions for people experiencing or at-risk of homelessness in Western Australia through their café Ground+Co and other employment initiatives.

During his time as a Board Observer Matt chaired a sub-committee, helped run a strategy session, took minutes at Board meetings and joined site visits.

In his day job Matt leads a team of 130 Westpac bankers and says it's this business banking experience that's helped.

"I've been able to apply some of my business development experience and financial acumen when reviewing new opportunities."

Matt is one of 115 Westpac employees to act as a Board Observer since 2017, 100% of whom report they've gained professional development through the experience. Like 60% of observers on the program, Matt has now joined the Board of The Underground Collaborative on a permanent basis.

Founder of The Underground Collaborative Katie Liew says the Board was incredibly fortunate to have Matt as their Observer.

"Matt did far more than the role required, and even continued on to join as a Board Member once the Program had finished. The Board couldn't be more thrilled to have him!"

The Underground Collaborative is not alone in finding value in the program. All 78 of the Boards involved in the program agreed that their Observer was able to add value by bringing their skills and perspective to the organisation.

"There is so much collective wisdom in the Boardroom," says Matt, "and we lean on each other for the greater good."



Westpac Board Observer Matt Delmenico with Founder of The Underground Collaborative Katie Liew at social enterprise cafe Ground+Co

For further information about the Westpac Board Observer Program please contact:

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 Westpac Foundation

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Westpac Board Observer Kate Pepper with Chair of The Bread & Butter Project Cindy Carpenter