

Position description: Non-Executive Director, Board of Directors, ICMEC Australia

Term of office: Two (2) years with the possibility of a one (1) year extension

Type of office: Voluntary, with approved travel and training expenses covered

Purpose of the role, general position description for Non-Executive Director

ICMEC Australia (the International Centre for Missing and Exploited Children) is an independent not-for-profit working to create a world where technology cannot be used to harm children, starting here in Australia. Our mission is to strengthen the professionals working to detect, disrupt and prevent child sexual exploitation and abuse. ICMEC Australia seeks Non-Executive Directors who provide independent governance and stewardship to advance this mission by setting and testing strategy and overseeing risk, performance and compliance with legal and ACNC governance standards.

The ideal candidate will bring expertise, provide constructive challenge and support to the CEO and executives, serve on Board committees as required, and act as a visible ambassador for ICMEC Australia's mission. ICMEC Australia is a registered not-for-profit (ABN 86 645 682 828).

Non-Executive Directors share collective responsibility for the effective governance of ICMEC Australia in accordance with the Board Charter and Constitution. They are expected to uphold the highest standards of integrity, ethics and child safety, ensure compliance with legal and regulatory obligations, and contribute to strategic decision-making that advances the organisation's mission.

Responsibilities of Non-Executive Directors

Non-Executive Directors play a vital role in shaping ICMEC Australia's strategic direction and safeguarding its reputation. They bring independent judgment, diverse expertise and considered perspectives to Board deliberations, helping to ensure decisions are informed, ethical and aligned with the organisation's mission. Directors are expected to demonstrate integrity, uphold the highest standards of governance and remain accountable for legal and regulatory compliance.

Key responsibility pillars:

- Strategy and performance oversight
- Risk, assurance and compliance
- Financial stewardship
- Governance and ethics
- CEO and Executive oversight
- Committee participation

Time commitment and meeting cadence

- Board meetings: approximately five meetings per year, each around three hours long, plus an estimated three hours of preparation and other times per meeting.
- Committee meetings (if appointed): approximately four quarterly meetings per year, each around 45 minutes, plus an estimated one hour of preparation per meeting.
- Additional time may be required for ad hoc matters, stakeholder engagement, and professional development as agreed with the Board.

ICMEC Australia currently operates two active committees: Risk and Assurance, and Financial Investment. Additional committees may be formed from time to time to address specific governance matters. Where a Board member's skills align with a committee's terms of reference, they are expected to volunteer their expertise and time to support that committee's work.

Term and appointment details

- Initial term: Appointment is for two years, with the ability to extend for an additional one year by mutual agreement.
- Maximum tenure: A Non-Executive Director may serve for a total period of up to nine years on the Board, subject to performance and Board needs.
- All appointments and extensions are governed by the ICMEC Australia Constitution, which prevails in the event of any inconsistency.

Skills and attributes

Essential

- Proven Director experience and understanding of fiduciary duties.
- Strong governance experience and familiarity with ACNC governance standards.
- Financial literacy sufficient to interpret financial reports and oversee stewardship.
- Strategic thinking and ability to contribute to long-term planning.
- Independence of judgement and willingness to provide constructive challenge.
- High standards of integrity, ethics, and commitment to child safety principles.

Desirable

- Expertise in technology, privacy, and data governance.
- Expertise in marketing, public relations, and government relations.
- Expertise in fundraising and grants.
- Expertise in human resources.

Responsibility pillars

Strategy and performance oversight

- Set, refine and approve organisational strategy and annual plans; track progress against agreed KPIs and outcomes.
- Test underlying assumptions; challenge trade-offs and prioritisation to ensure mission alignment and impact.
- Approve material partnerships, programs and initiatives consistent with strategy and risk appetite.



Risk, assurance and compliance

- Oversee the risk management framework and internal control environment; set the Board's risk appetite.
- Monitor legal, regulatory and ACNC governance standards and compliance; ensure timely, accurate reporting.
- Promote a child-safe culture across strategy, programs and partnerships; ensure material risks to children and reputation are identified and mitigated.

Financial stewardship

- Safeguard ICMEC Australia's financial sustainability; approve budgets and monitor performance to plan.
- Oversee the integrity of financial statements, external audits, and appropriate treasury practices.
- Ensure resources are applied to further the charitable object and donor intent.

Governance and ethics

- Uphold the Constitution, Board Charter and Board policies, model ethical conduct and organisational values.
- Disclose and manage conflicts in line with the conflict-of-interest policy; maintain independence of judgement.
- Periodically evaluate Board and Director effectiveness and contribute to continuous governance improvement.

CEO and Executive oversight

- Provide constructive challenges and support to the CEO; agree on objectives and review performance.
- Ensure succession planning for the CEO and key executives; set and monitor delegation limits.
- Seek assurance that management information to the Board is timely, accurate and decision useful.

Committee participation

- Serve on Board committees as required (e.g. Risk and Assurance), bringing relevant expertise and independence.
- Review committee papers, attend meetings, and escalate material issues and recommendations to the Board.
- Periodically review committee charters, composition and effectiveness.

Interested applicants are invited to submit a cover letter and CV to:

cosec@icmec.org.au

More information

<https://icmec.org.au/our-board/>

<https://icmec.org.au/governance/>