



Yarra Ranges Regional Museum
35-37 Castella St
Lilydale VIC 3140
yarraranges.vic.gov.au/museum

YARRA RANGES REGIONAL MUSEUM FOUNDATION LTD

as Trustee of the Yarra Ranges Regional Museum Trust

DIRECTOR – Position Description

Role:	DIRECTOR (Community Director or Council Director)
Status:	Volunteer, non-remunerated Board position
Reports To:	Chair of the Board
Accountable To:	Yarra Ranges Council (as sole Member of the Foundation)
PD Prepared:	July 2026

YARRA RANGES REGIONAL MUSEUM

Yarra Ranges Regional Museum (YRRM) is a collecting cultural institution dedicated to exploring the deep connections between people and place in Yarra Ranges. Its vision is: *a community connected through place and story, empowered to shape a more just and hopeful future together.*

YRRM's priorities are detailed in the *Yarra Ranges Regional Museum Strategic Action Plan 2025-2028*.

YRRM cares for a growing cultural collection of over 15,000 items, with collections stored at an offsite collections store and available for digital access online. The museum features a changing core history exhibition, temporary and touring exhibitions, education and public programs, digital programs, community and First Nations engagement initiatives, as well as a retail shop and café.

ABOUT THE FOUNDATION

Yarra Ranges Regional Museum Foundation Ltd is a public company limited by guarantee under the Corporations Act 2001. It was established as trustee of the Yarra Ranges Regional Museum Trust, a public ancillary fund (PAF) and registered charity endorsed as a deductible gift recipient.

The Museum Trust was first established in 1989 and raised the sum of \$475,000 towards the \$4.2 million redevelopment of Yarra Ranges Regional Museum completed in 2011. The Trust's purpose is to fundraise and advocate for community interests in Yarra Ranges Regional Museum, a public museum which is owned and operated by Yarra Ranges Council. Donations are made to the Museum Trust, and distributions from the Trust are made, at the discretion of the Foundation's Directors, to the Council, strictly for the Museum's use.

BOARD OBJECTIVES

As set out in the Foundation's Constitution, the Board is responsible for the governance, business and affairs of the Foundation. These powers are exercised subject to:

- the Constitution;
- the Trust Deed for the Museum Trust;
- the Corporations Act and other Relevant Laws; and
- any resolution passed by the Council as sole Member.

DIRECTOR POSITION – OVERVIEW

The Board comprises seven Directors:

- Five Community Directors, appointed by the incumbent Community Directors (subject to Council's approval).
- Two Council Directors, appointed in writing by the Council.

Both Community and Council Directors hold equivalent duties, responsibilities and voting rights as Directors of the Foundation. The Board elects a Chair and Deputy Chair, and appoints a Company Secretary, from time to time.

KEY RESPONSIBILITIES & DUTIES

On Appointment	• On appointment, provide a signed Consent to Act as Director and other information required, and hold or apply for a Director Identification Number (DIN). • Undertake induction and familiarise themselves with the Foundation's Constitution, the Trust Deed, strategic documents and relevant Board documentation.
Governance & Trusteeship	• Act at all times in good faith and in the best interests of the Foundation, and, as a Director of the trustee company, in accordance with the Trust Deed. • Comply with the Foundation's Constitution, the Corporations Act 2001 (Cth) and other Relevant Laws (including the ACNC Act, the Tax Act and the Charities Act), and honour the fiduciary responsibilities and duties of care, diligence and good faith of a director. • Consider, debate and vote on matters before the Board solely on the basis of the best interests of the Foundation and the Purpose of advancing culture as trustee of the Museum Trust.
Meetings	• Attend Board meetings, held at least three times per year, or provide advance apology where attendance is not possible. • Read Board papers circulated in advance and come prepared to contribute to discussion and resolution of matters. • Where required between meetings, consider and respond to circulating resolutions requiring approval by 66% of Directors. • Serve on Board committees as required, and review and approve any Regulations made by the Board.
Financial Oversight & Risk	• Oversee the Foundation's management of the Museum Trust's assets in line with the PAF Trust Deed, and approve distributions from the Trust for the purposes of the Museum. • Ensure proper accounting records and financial statements are maintained.
Legal & Ethical	• Disclose any material personal interest in a matter before the Board and refrain from being present or voting on that matter, in accordance with the Constitution's conflicts of interest provisions. • Avoid any improper use of their position, or of information acquired through their position, to gain an advantage for themselves or any other person, or to the detriment of the Foundation and Museum. • Conduct Board business with courtesy and respect.
Promotion & Philanthropy	• Promote the Museum and the Museum Trust in the community as opportunities arise. • Support the Foundation's standing and relationships with donors, Council and the community. • Seek to encourage donations, philanthropic relationships and partnerships in support of the Museum.

ACCOUNTABILITY, RISK & INDEMNITY

Directors must operate and make decisions within the framework of the Corporations Act, the ACNC Act, the Tax Act, the Charities Act, the Foundation's Constitution and any Regulations or policies adopted by the Board.

Subject to the conditions set out in the Constitution (including that the Director has acted in good faith and has not engaged in fraudulent, criminal or dishonest conduct), the Foundation indemnifies current and former Directors against liability incurred in the conduct of the Foundation's affairs or the discharge of their duties.

ORGANISATIONAL RELATIONSHIP

Reports to: The Chair of the Board

Internal Liaison: Fellow Directors, the Company Secretary and Yarra Ranges Council as sole Member

External Liaison: Museum Director, Yarra Ranges Regional Museum and Yarra Ranges Council staff, donors and philanthropic partners, and other partner organisations and stakeholders.

TERM & REMUNERATION

- There is no limit to the continuous or total period a Director may serve.
- Directors are not entitled to fees or remuneration for ordinary Board duties, but may be reimbursed for reasonable travel and other expenses with prior Board approval.
- A Director may resign at any time by written notice to the Foundation.

QUALIFICATIONS & EXPERIENCE

- A working understanding of governance responsibilities and procedures applicable to a charitable trust or philanthropic structure.
- A connection to, and understanding of, the Yarra Ranges region and its community.
- Sound judgement, integrity, and the ability to act collegially and in the collective interest of the Foundation.
- Strong written and verbal communication skills, and the ability to engage effectively with a wide range of stakeholders including donors, Council and community partners.
- At least 18 years of age, eligible to hold a Director Identification Number, and not disqualified from acting as a director under the Corporations Act.
- At least two Community Director positions must meet the Constitution's definition of a Responsible Person (for example, a legal, medical or accounting professional, a Justice of the Peace, a government employee of five or more years' continuous service, or a person with comparable standing in the community).