## Procedure for Director Selection and Appointment

**1. Responsibility for Selection**

1.1 The Governance Committee is responsible for evaluating board candidates and recommending individuals for Board appointment as a director.

**2. Purpose**

2.1 The Board manages succession planning and reviews its composition with the assistance of the Governance Committee (the Committee). The Committee is responsible (amongst other things) for:

(a) providing advice and recommendations to the Board regarding the criteria set for the selection of directors and the nominations for appointment as directors (either between the Annual General Meetings [AGMS] or to stand for election); and

(b) where a casual or other vacancy arises, investigating who might be available to fill such a vacancy and making a recommendation to the Board.

2.2 This policy sets out the process and the guidelines for the selection and appointment of independent, non-executive directors.

**3. Selection and Appointment Process**

3.1 The Committee reviews the current Board composition (excluding any director known to be stepping down) against the desired capabilities of the Board taking into account <Organisation’s> current circumstances and future expectations. Based on this review and the general selection criteria set out below, the Committee prepares a set of specific selection criteria for the new director for approval by the Board.

3.2 Once the specific selection criteria has been approved by the Board, the Committee commences the search for prospective candidates who may be identified from a number of sources, including but not limited to professional recruitment consultants, director or management contacts or stakeholder recommendations. Those people who initially enquire receive an *<Organisation>* *Overview for Potential Directors* information package (see table below).

3.3 The Committee including the Chairperson of the Board conducts interviews with selected candidate(s) to ascertain their suitability and updates the Board as appropriate on the selection process.

3.4 Once the Committee has identified the preferred candidate(s), the Committee provides a list of all candidates, including a recommendation for appointment, to the Board. The Board has the ability to meet with any recommended candidate at any time. Preferred candidates must demonstrate that they understand what is expected of them and confirm that they are willing to make the necessary commitment envisaged and the Board’s expectation regarding their involvement with Committee work. The recommended candidate accepted by the Board will be provided with an *<Organisation> Due Diligence Pack for Potential Directors* to provide them with a variety of information to aid in their decision to join the Board (see below table).

3.5 The Board may then appoint its preferred candidate as a director pursuant to the <Organisation> Constitution, and on <Organisation>’s standard terms of appointment.

The appointed candidate to complete:

* A Consent to act as a director, disclosure, and declaration of not being a disqualified person, and
* A Deed of access and indemnity.

3.6 Any person who is elected or appointed as a director, whether as an addition to the Board or a casual vacancy, holds office pursuant to the terms detailed in the <Organisation> Constitution.

New directors receive an *<Organisation> Induction Pack for New Directors* information package (see below table).

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| --- | --- | --- |
| Information Package Type | Contents | Received when |
| <Organisation> Overview for Potential Directors | * Purpose and activities * History * Funding Overview * Strategic Plan * Current Director Profiles | Initial enquiry |
| <Organisation> Due Diligence Pack for Potential Directors | * Annual Reports (past 3 years) * Strategy Overview * Full board packs (including minutes) of past 3 board meetings * Forward board and Committee meeting dates * Board calendar * Constitution and Committee charters * Organisation chart * Board charter * Director position descriptions | After first interview |
| <Organisation> Induction Pack for New Directors | In addition to above information:   * All Policies * Letter of appointment * Position description * Contact details of staff and board   Candidate to complete:   * Consent to act as a director, disclosure, and declaration of not being a disqualified person * Deed of access and indemnity | Upon acceptance of director position |

**4. Selection Criteria**

4.1 The Committee will consider candidates who possess the particular skills, experience, and expertise that will best complement the Board’s effectiveness at that time.

4.2 In considering the overall balance of the Board’s composition, the Committee will give due consideration to creating a diverse environment consistent with good governance.

4.3 In its evaluation of candidates for the Board, the Committee will have regard to normally accepted nomination criteria, including but not limited to:

(a) Appropriate background, experience, industry knowledge or ability to acquire that knowledge, professional skills and qualifications;

(b) Demonstrated and recognised knowledge, experience and competence in business including financial literacy;

(c) Ability to analyse information, think strategically and review and challenge management in order to make informed decisions and assess performance;

(d) Good communication skills and ability to work harmoniously with fellow directors and management;

(e) Willingness to devote the required time, including being available to attend Board and Committee meetings;

(f) High levels of personal and professional honesty and integrity; and

(g) The results of any checks undertaken as to the candidate’s character, experience, education, criminal record, and bankruptcy history.

**5. Induction**

5.1 On commencement, all Directors undertake an induction program designed to provide a summary of <Organisation> and its activities to assist Directors to become effective in their new role.

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| Item | Completed |
| Office staff meet and greet via Chair |  |
| Meeting with CEO and key staff via Chair |  |
| Receive Induction Pack for New Directors |  |
| Review constitution, strategy, and code of conduct with Chair |  |
| Complete   * A Consent to act as a director, disclosure, and declaration of not being a disqualified person, and * A Deed of access and indemnity |  |
| Attendance at selected Committee Meeting |  |
| Introduction to Board members (at first Board meeting) |  |