



PHILANTHROPY AUSTRALIA – KEY GOVERNANCE DOCUMENT

APPOINTMENTS AND ELECTION TO COUNCIL: POLICY AND PROCEDURE

Appointments to Council are governed by the Rules. Council has decided on the procedures for implementing the Rules as they relate to the appointment and election of members to Council. The Council may make changes from time to time to the procedures outlined below.

Candidates

This section sets out PA's succession planning process for identifying potential candidates to fill a casual vacancy or be appointed or elected to Council in the future.

- Council has established and will maintain a Diversity, Skills & Experience Matrix (**Matrix**) which is published on the PA website. The Matrix is intended as a guide only. There are other factors that Council may consider when deciding on an appointment to Council.
- Governance & Nominations Committee (**GNC**) will maintain a list of possible candidates for appointment or election to Council based upon the Matrix.
- Members may submit a curriculum vitae or recommend in writing another member, representative of a member or honorary member to the President as a possible future candidate for Council at any time.

Casual vacancies

This section sets out the process for identifying and appointing a candidate to fill a casual vacancy.

- The office of a Council member becomes vacant in certain situations under rule 11.6 of Philanthropy Australia's Rules (**Rules**). Circumstances include, for example, if the Council member resigns, ceases to be a member or honorary member, ceases to be a representative of a member (if the Council member was a representative when appointed or elected), or if the member appointing the Council member ceases to be a member.
- Vacancies on Council that arise during the year may be filled by Council appointment. Generally if the vacancy arises in December, January or February up until nominations are called for candidates for election to Council in the ballot, Council will leave the vacancy open so it can be filled by election, rather than appointing a new Council member to fill the casual vacancy.
- The process for filling a casual vacancy is as follows:
 - Council may also approach members and recommend that they submit an expression of interest to fill a casual vacancy based on the Matrix.
 - GNC will review all possible candidates and make a recommendation to Council.
 - Council members will then consider GNC's recommendation/s and resolve to fill the casual vacancy.



Nominating candidates for election

This section sets out the process for nominating candidates for election.

- In November each year, Council will:
 - Approve the maximum number of Council members for the following year in accordance with rule 11.1(b) of the Rules (Council approved 12 members for the 2015 AGM).
 - Note the Council members whose positions will become vacant at the next AGM, whether they will stand for election or re-election and confirm the number of positions that are up for election or re-election at the next AGM.
 - Review the Matrix and identify any gaps.
 - Approve the notice calling for nominations and the date on which it will be issued (at least 45 days prior to the ballot being held).
 - Decide the manner and timing of elections:
 - Pursuant to an out of Council circular dated 8/12/14, the President announced to Members at the 2015 AGM that future Council elections would be conducted by ballot prior to the AGM – that there would be no elections put to the vote [in person, by proxy, by a member's representative or by direct vote] on the day of the AGM.
 - Voting in the ballot will generally close at least 2 weeks prior to the AGM.
 - Note the above and consider whether there should be any change to the decision to conduct the forthcoming Council elections by ballot prior to the next AGM.
- Notice calling for nominations:
 - At least 45 days prior to date on which Council determines that the ballot opens, notice will be given to members by email and through the PA newsletter calling for nominations of candidates for election to Council.
 - The notice will list those Council members who will cease to be Council members and whether they are standing for election (in the case of a Council member appointed to a casual vacancy) or re-election.
 - The notice will state the maximum number of Council members that Council has fixed under the Rules, the date by which nominations must be received by the Secretary, and the skills and experience desired based on the matrix.
- Nominations must be:
 - for a candidate who is a member, representative of a member or an honorary member; and who is not disqualified from managing a corporation under the *Corporations Act* (Cth) nor from being a responsible entity under the *Australian Charities and Not for Profit Commission Act 2012* (Cth);
 - made in writing and signed by 2 members or honorary members, other than the candidate; and
 - accompanied by a short biographical statement and the written consent of the candidate (which may be endorsed on the nomination form) and delivered to the Secretary before the date notified.



- Council may approach members to recommend that they stand for election.
- In accordance with the Rules, if the number standing for re-election or election is equal to or less than the number of vacancies, those standing are deemed re-elected and elected at the next AGM. In this case there will be no ballot required.

Voting on elections and re-elections by ballot

This section sets out the process for voting in elections and re-elections by ballot.

- Council will hold the election by ballot before the AGM, Council will decide the manner in which the ballot will be held and will appoint a Returning Officer to assist.
- Council will send a ballot paper to all members and the ballot paper will contain the names of all candidates and detailed voting instructions.
- The outcome of the election process will be announced by the Returning Officer at the AGM.

October 2015