



4 POLICY, PROCEDURE AND DISCLOSURE OF THE SELECTION AND APPOINTMENT OF BOARD MEMBERS

4.1 Policy

Factors to be considered when reviewing a potential candidate for Board appointment include without limitation:

- (a) the skills, experience, expertise and personal qualities that will best complement Board effectiveness;
- (b) the existing composition of the Board, having regard to the Board skills matrix and the objective of achieving a Board comprising members from a diverse range of backgrounds; and
- (c) the capability of the candidate to devote the necessary time and commitment to the role.

4.2 Procedure

The Committee will maintain a list of potential candidates for [redacted] that it will periodically review and update.

- ☐ Detailed background information in relation to any potential candidate should be provided to all [redacted] members.
- ☐ Appropriate checks should be undertaken before appointing a person to fill a casual vacancy on [redacted], ~~converting~~ Members a candidate for election to [redacted].
- ☐ Vacancies on [redacted] that arise before December each year may be filled as a casual vacancy. The process for filling a Casual Vacancy consists of the following steps:
 - ☐ Committee to recommend to [redacted] that a notice be sent to Members advising that a casual vacancy exists, referring Members to the skills matrix and noting that Members send expressions of interest to the Chair within 2 weeks of the notice.
 - ☐ Committee to recommend that the Chair approach potential candidates to fill a casual vacancy.
 - ☐ The Committee will review all expressions of interest and make a recommendation to the Board.
- (e) The Committee will report to the Board at its meeting held in November (or the meeting closest to) each year:
 - ☐ the Board members up for re-election at the next AGM, the Board positions that will be vacant and subject to election at the next AGM and the Committee's recommendations;
 - ☐ on its review of the skills matrix and any potential gaps on the Board;
 - ☐ the appointment of a returning officer;
 - ☐ recommending that notice be issued to Members advising of the vacancies that will exist on the Board at the AGM, referring Members to the skills matrix and details of the nomination process.



4.3 Disclosure

Each year, the Committee will prepare a report for the Board outlining the following details of the Board selection process with a view to including either the report or a summary of the report in the annual report:

- (a) the process by which candidates are identified and selected; and
- (b) the factors taken into account in the selection process, including the Board skills matrix used to identify any 'gaps' in the skills and experience of the Board.

5 REVIEW

The Board will periodically review the membership and charter of this Committee to determine its adequacy for current circumstances and the Committee may make recommendations to the Board in relation to the Committee's membership, responsibilities, functions or otherwise.