

Executive Board Appointments Policy

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February 2019

Rationale

This policy sets out the guidelines for administering the appointment process that is contained in the amended Trust Deed of the Foundation dated 20 October 2014. It references four Foundation documents that contain policy statements related to the appointment of Executive Board members, namely:

Trust Deed of the Foundation: Clauses 12.1 – 12.7
Executive Board Charter
Nominations and Corporate Governance Charter
Diversity Policy

Appointments Subcommittee

Role:

The appointments Subcommittee shall identify and recommend to the Board individuals for nomination as members of the Board, taking into account such factors as it deems appropriate including; the skills assessment of the current Board members, the requirements of the diversity policy and the regional distribution of Trustees.

Composition:

1. The Board shall appoint the members of an Appointments Committee which will have a minimum of three members, two of whom will be members of the Executive Board, one of which must be a Trustee of the Foundation
2. Conflicts of interest must be declared by any Appointments Committee member with respect to a business or familial relationship with any applicant applying for a Board vacancy
3. In the event that such conflicts cause the Committee to have less than the required quorum, the Board must appoint sufficient non-conflicted replacement members to establish a quorum
4. All members of the Appointments Committee must be independent as defined by the Executive Board Charter
5. The Board shall appoint the chairperson of the committee
6. The term of a Committee member's appointment shall be three years. A member may be reappointed for a further three years provided that a maximum period of six years is not exceeded
7. The removal of Committee members shall be at the unfettered discretion of the Board

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Procedures:

1. A quorum of the committee shall be two members including the chairperson
2. The Committee shall meet on such occasions as the Board directs in order to comply with the requirement of Clause 12.4 of the Foundation Trust Deed, namely that advertising for Executive Board vacancies is commenced at least 60 days before the date of the next AGM
3. The Board shall advise the Appointments Committee of the number of vacancies required to be filled along with the skills, diversity and regional requirements to meet the Executive Board's governance policies
4. Advertising copy must be approved by the CEO and circulated to the following:
 - a. All current Trustees
 - b. Appropriate public advertising
5. The appointments committee shall require all applicants, whether Trustees or external candidates to submit a CV and a letter of interest
6. Decisions to recommend candidates as prospective Board members must be made by consensus and be made available to the Board at least 30 days prior to the AGM
7. Reference checks, including Police vetting are required for all candidates approved by the Executive Board for nomination to the Annual General Meeting of Trustees
8. The names of the nominated candidates including their CVs will be provided to all Trustees with the notice of meeting.