



# BOARD APPOINTMENT POLICY

**Effective Date**

**February 2019**

**This policy applies to:**

All employees and volunteers, including Directors, of Guide Dogs Victoria

## 1. Purpose

The Board recognises that to be effective, it needs the right group of independent directors, with an appropriate mix of skills, knowledge and experience that supports Guide Dogs Victoria's (GDVs) Vision, Mission and Strategy. The Board is committed to ensuring that Guide Dogs Victoria adopts transparent director appointment practices and employs independent advisers to help with the Board appointment process.

This document outlines the Board's policy on how the Board will select suitable candidates for vacancies on the Board

## 2. Definitions

**Scheduled vacancies** on the Board arise when a director completes their three year term (normally three directors retire each year, but each may stand for re-election). Casual vacancies occur when a director leaves the Board before completing their three year term.

**Casual vacancies** usually occur through resignation, but may be the result of ill-health, incapacity, bankruptcy or any other circumstances that make a director's position untenable.

## 3. Authority to Elect or Appoint a Director

Under section 13.1 of the Guide Dogs Victoria Constitution, the directors may appoint any eligible individual as a director either to fill a casual vacancy or as an addition to the existing directors, provided:



- a) the number of directors does not exceed the maximum number fixed under clause 13.1(a) - 11; and
- b) before appointing the director, that individual signs a consent to act as a director.

An individual is eligible to be a director, provided:

- a) the individual is not a current employee of the company or a past employee of the company in the previous 12 months; and
- b) the individual is not disqualified from managing a corporation under the Corporations Act nor disqualified from being a responsible entity under the ACNC Act.

#### **4. Board Appointment Process**

##### 4.1 Decision to appoint

(a) The Board will determine whether it is practical to appoint a new director. If the retiring director's remaining term of office is short, the Board may choose to waive its authority to appoint a director in favour of allowing the Members to decide through the annual Board election. Note: this will not apply if the vacancy has been caused by insufficient nominations for the Board election process.

##### 4.2 Board skills matrix and diversity targets

(b) The Board will review its director skills matrix and diversity policy targets to identify any gaps in the spread of skills and experience of the directors and where action is required to meet diversity targets. The Board will then agree on the skills, experience and other characteristics required to fill the vacancy.

##### 4.3 Succession Plan

(c) The Board will review its Succession Plan. The Board will maintain a plan for orderly succession and renewal and will review the plan each time there is an actual or potential vacancy.

##### 4.4 Nominations Committee

(d) The Board will call a meeting of the Nomination Committee to interview candidates and guide the appointment process.

#### 4.5 Notice to Members

(e) In the interests of transparency, the Board will write to Members to advise them of the vacancy and provide information on how the Board intends to conduct the selection process for a new director.

#### 4.6 Independent Search

(f) The Board will consider engaging an independent consultant to conduct the search for suitable candidates. The independent consultant would be required to:

- I. Conduct an independent candidate search, which may involve advertising;
- II. Independently assess the suitability of any candidate referrals from Board members;
- III. Develop a ranked shortlist of suitable candidates;
- IV. Facilitate interviews with the Nominations Panel;
- V. Conduct background and referee checks;
- VI. Develop a formal report and recommendations for the Board, via the Nominations Panel; and
- VII. Advise unsuccessful candidates.

#### 4.7 Conditional letter of appointment

(g) Having considered the advice of the Nominations Committee and independent consultant (if applicable), the Board will approve a conditional letter of appointment to the new director. The offer of appointment will be provided in the form of a written agreement which sets out the terms of their appointment and provides the director with a clear understanding of their roles and responsibilities and the expectations of them. The major conditions attached to the offer will include, but not be limited to:

- I. Successful Working with Children Check;
- II. Successful Australian Criminal History Check;
- III. Successful International Criminal History Check (if required);



- IV. Does not appear on the ASIC Banned and Disqualified Register; and
- V. Does not appear on the ACNC Disqualified register.

#### 4.8 Notice to Members

(h) On receipt of the appointee's signed letter of appointment, and after unsuccessful candidates have been notified, the Board will write to Guide Dogs Victoria's Members to let them know about the new appointment.

#### 4.9 Comprehensive Induction

(i) The Board will ensure that each new director completes a comprehensive induction program. The Company Secretary will be responsible for providing the newly appointed director with information about the company, its operations, governance systems and all other details necessary to enable the director to perform their role.