



## Board Nomination Information

The following information is provided for people interested in nominating for a position on the Board of Combined Charities Incorporated (CCI Group Purchasing) (CCI).

### 1. The Board

Combined Charities Incorporated trading as CCI Group Purchasing 'the association' is operating in an environment with significant challenges as well as opportunities. The not-for-profit sector is expanding and changing, with increased Board responsibilities to meet the greater expectations of stakeholders. The importance of good governance in all sectors of society has taken on a high priority and emphasis and this is particularly so for the not-for-profit sector.

The Board derives its authority from the association's constitution, which is available on the CCI's website or from the office of the Executive Officer. The Board is accountable to the members of CCI for the governance and performance of CCI. The Board's principal role is to govern CCI by ensuring that there is a proper governance framework in place to promote and protect CCI's purposes and interests.

### 2. Board Members

Board members bring their diverse perspectives, abilities and experience to the Board's deliberations so the Board can effectively govern CCI Group Purchasing and achieve its purposes. Board members discuss and debate matters fully but once decisions are reached, every Board member has an obligation to support that decision.

CCI Board members are intended to be elected for three year terms unless specified. Ordinarily the Board meets seven (7) times per year for approximately 3 hours, with one or two strategically focussed workshops convened during the year. Presently these meetings are held during business hours. Each Board member is strongly encouraged to participate as a member of at least one of the Boards active committees or major projects.

Currently there is an Executive Committee and a Finance Audit Committee which generally meets 3 to 4 times per year as required.

### 3. Board Composition

An effective Board comprises individuals with integrity and the capacity for sound judgement, who have the appropriate mix of skills and experience. A diversity of perspectives can contribute to CCI Group Purchasing governing its affairs effectively both now and into the future. The Board requires members with professional and volunteer experience and encourages diversity of genders, ages, and ethnicity.

### 4. Board Remuneration

Consistent with the not-for-profit status and strong volunteer ethos of CCI Group Purchasing, no Board members receive remuneration.

### 5. Nominations Committee

Given that the future of the CCI Group Purchasing depends on the people who are on the Board, the Nominations Committee, which reports to the Board, is responsible for the planned recruitment and recommendation of individuals to be proposed for nomination.

### 6. Board Member Vacancies

The terms of Chairperson, Deputy Chairperson and Treasurer will conclude at the end of each Annual General Meeting. Each incumbent is eligible to offer themselves for re-election to these vacant positions as are other appointed Board Members. These offices will be elected at the first Board Meeting following the Annual General Meeting.

Directors are elected at the AGM for a period of three (3) years. At least one-third (1/3) of the total number of elected Directors shall retire at the Annual Meeting, on rotation, but shall be eligible for re-election to the Board.

Casual Vacancies, those directors nominated and accepted outside of the AGM are due to nominate at the next AGM.

#### Board

	Role	Incumbent	Affiliation	Appointed	Renominated	Due
1	Chair	Paul Reynolds	Member	2017	2020	2023
2	Deputy Chair	Deborah Muldoon	Member	2019		2022
3	Treasurer	Kristy Newman	Member	2017	2020	2023
4	Director	Melanie Cottell	Non-Member	2018	2019	2022
5	Director	Rachel McIntosh	Member	2019		2022
6	Director	Sara Duncan	Non-Member	2020		2023
7	Director	*Phil McKeiver	Non-Member	2021 (co-opt)		2021

\* denotes a member appointed by the Board to a casual vacancy, in accordance with Constitution Clause 10.6.

The member affiliations of each Board member are shown in table. Independent Board members are not affiliated with any specific membership organisation. A balance of independent members and active members is desired.

### 7. Nomination Process

Nominations for directors may be from any interested person, including those who are not currently a member of the CCI Group Purchasing. A person may be nominated for more than one vacancy. Nominators must be a current member of CCI Group Purchasing, as defined in the Constitution.

Nominees should complete the nomination form and return it to CCI's head office, 57/55 Melbourne Street, North Adelaide, South Australia 5006 by Wednesday, 15<sup>th</sup> September 2021 in an envelope marked 'Board Nomination Private and Confidential - attn Public Officer' or via email to the Public Officer [ellis@ccigrouppurchasing.org.au](mailto:ellis@ccigrouppurchasing.org.au). Nominations must be received at least twenty-eight (28)

clear days prior to the Annual General Meeting. Refer to the attached Board Nominations Policy for further information regarding the nominations process.

### 8. A guide to desirable attributes for Board members

The general personal qualities shown below are the qualities that generally make for a good Board member in any organisation. It is desirable that each Board member demonstrates these qualities to a high degree. Similarly, each Board member should also have sound knowledge of the General understandings set out below. The specific background and specific skills, experience, understanding attributes should be considered in relation to the Board as a whole. It is desirable that these attributes are represented within the Board overall, to assist the Board in dealing with the various matters that will come before it. It should not be taken to mean that an individual Board member should necessarily have one or other elements of the specific attributes identified. Nor should it be taken to mean that the Board should be composed of a collection of individuals whose main contribution will be in a given narrow area of expertise – indeed, it is desirable that a mix of generalist and specialist skills and experiences be employed.

These general and specific qualities, understandings, aspects of background and skills and experience listed are not shown in any particular order of importance.

#### 8.1. General personal qualities

- Willing and able to make the time to undertake the role appropriately, including attendance at Board and relevant Committee meetings, and to other activities between set formal Board meetings;
- Commitment to the vision, mission and values of CCI;
- Independence of mind and action – the ability to think and act in the best interests of CCI as a whole and its purpose, to avoid conflicts of interest and also avoid acting in one’s own personal interest;
- Undoubted integrity, including confidentiality;
- Well-developed general interpersonal capabilities, including:
  - The ability to listen
  - Good-naturedness – able to not take debate personally
  - The ability to communicate well with individuals and groups with whom a Board member is likely to come into contact in that role
- Strong strategic thinking capabilities, ability to maintain focus on putting organisational strategy into action, and capacity to think in multi-year time frames
- Sound general business acumen
- A good level of credibility within the communities within which CCI operates and appropriate networks of contacts and acquaintances
- Willing and able to ask difficult questions and pursue unpopular issues where the Board member genuinely sees this to be in CCI’s best interests
- Open to new ideas and learning
- Leading by example
- Humility – a life perspective giving a strong sense of self without self-importance

### 8.2. General understandings of:

- the legal responsibilities and duties of Boards and Board members
- the governance roles of Boards (and the separation of 'governing' from 'day-to-day operations/management')
- the relationships that the Board has with CCI's managers and other stakeholder groups
- general legal, accounting/finance, human resource management and other management skills to enable understanding and discussion of CCI's issues.

### 8.3. Specific skills, experience, understanding

One or more of the following (in a fit with the specific attributes of existing Board members):

- Strategic Planning
- Board / Committee leadership
- Aged care / health care / community care sector experience
- Community and volunteer experience
- Government relations - Federal, State and/or Local
- Risk identification, assessment and management, Work Health & Safety
- Finance, investment, accounting
- Organisational management, including human resource management
- Legal / commercial
- Marketing, public relations and fundraising
- Production and service delivery
- Client management and special programs
- Information systems, technology, e-commerce, cyber security

## 9. Selection criteria

In addition to the desirable attributes outlined in section 8 above, nominees for the role of Chair of the Board must demonstrate their ability to meet the following selection criteria:

### Chair of the Board

The Chair of the Board is responsible for providing strategic leadership and vision to the Board and the organisation. The incumbent leads the governance of the association and chairs meetings of the Board, and specified Board Committees unless delegated, represents the association in other internal and external forums, and is an authorised spokesperson for the association.

The Chair is the designated Chair of the Board Executive Committee and the Nominations Committee, and the Chairperson and Deputy Chairperson are ex-officio members of all other Board Committees.

Effective leadership and direction of CCI relies upon a productive and collegiate relationship between the Chairperson and the General Manager, supported by regular open and constructive communication.

The duties of the Chairperson require a time commitment equivalent of up to one day per fortnight in most months.

The Board seeks nominations from people who are experienced Board members or company directors with skills and expertise in leadership and demonstrate:

- Ability to provide strategic leadership to the Board and organisation



## Board Nomination Information

- Sound understanding of contemporary governance principles
- Ability to balance organisation direction and innovation with organisational structure and stability
- Capacity to consider the operational consequences of decisions
- Ability to encourage and get the best from all Board members
- Sound public speaking skills

It is highly desirable that nominees for Chairperson have served at least one term as a CCI Board member. This ensures a solid understanding of the CCI Board function and processes, along with that of the whole association.

### Board Nominations Policy

#### Purpose

This policy outlines the process by which nominations to the Board of CCI are sought and assessed prior to election or appointment.

#### Coverage

This policy covers all Board positions as defined in the Constitution.

#### Exclusions

Honorary Advisors may be appointed to the Board by invitation and may attend Board meetings but are not members of the Board and do not have voting rights.

#### Preamble

The Constitution provides direction in relation to the broad workings of CCI and its Board. The Board will act in accordance with the Constitution and be bound by current statutory, common law and policy constraints in relation to the governance of CCI. An understanding of the Constitution is of key importance to proper performance as a Board member.

The principal role of the Board is to govern CCI by ensuring there is a proper governance framework in place to promote and protect CCI's purposes and interests. The role of a Board member has many facets and imposes various statutory and common law rights and responsibilities on persons performing that role. On being appointed and accepting the office of Board member, each person becomes bound by an overriding fiduciary duty to act in good faith and in the best interests of CCI as a whole. This must take precedence over the interests of any other party including individual and member interests.

The CCI Board is comprised of seven elected members. The Board can, at its discretion, appoint up to an additional three co-opted directors. The composition of the Board is determined by the voting of the members at the Annual General Meeting (AGM). Nevertheless, the Board has an ongoing responsibility to ensure it is comprised of an appropriate mix of individuals to adequately govern CCI's activities, given that the future of CCI depends on the people who are on the Board. An effective Board comprises individuals with integrity and the capacity for sound judgement who have the appropriate mix of skills and experience, a diversity of perspectives and can contribute time to CCI to govern its affairs effectively now and into the future.

### Policy Statements

The Nominations Committee, which reports to the Board, will be responsible for the planned recruitment and recommendation of individuals to be proposed for nomination. The Committee will regularly assess the composition of the Board with reference to:

- Necessary areas of expertise
- The ideal balance between experience and freshness
- Desirable diversity in relevant areas

The Nominations Committee will, at any time, identify areas where existing composition falls short of the ideal and report these to the Board. The Board and CCI leadership will attempt, using their network of contacts within and outside CCI's membership, to identify appropriate individuals with

needed skills and interests as potential Board members. When vacancies arise among the elected Board positions, such individuals will be encouraged to nominate for election. Such individuals may also be appointed by the Board upon a casual vacancy, as provided by the Constitution.

### 1. Call for Nominations

By no later than 45 days prior to the AGM of each year the Nominations Committee will call for nominations to Board positions (other than co-opted positions) where the incumbent's terms are due to expire. The call for nominations will:

- Specify the vacancies arising
- Refer to the relevant clauses of the Constitution
- Incorporate this policy and refer to any other relevant policies
- Outline the desirable attributes of Board members, highlighting those specific areas that will assist in achieving the desired Board composition
- Provide clear information regarding the commitments and responsibilities of Board members
- Include a Nominations Form (see Form - Board Member Nomination)
- Clearly specify the requirements and timeline for lodgement of nominations

### 2. Lodgement of Nominations

A person may nominate for more than one notified vacancy for which they are eligible. Written nominations on the approved Nominations Form will be signed by the nominator and nominee and be lodged in confidence with the Public Officer by no later than 28 clear days prior the AGM at which the relevant election is to take place.

### 3. Evaluation of Nominations

The Nominations Committee will evaluate each nomination received and ensure that it meets all Constitutional requirements. In instances where a member of the Nominations Committee has nominated for a Board vacancy, he/she will declare a conflict of interest and remove themselves from deliberations regarding nominations for that position.

In the strictest confidence, the Committee will assess each eligible nomination to determine whether the person nominated:

- Has the balance and maturity of judgment to understand the requirements of the role of Board member and to make a positive contribution to the work of the Board
- Can demonstrate a history of co-operative working with others to set and achieve shared goals and objectives
- Can bring a history of the successful exercise of any of the following skills: community service, financial, legal, management, or governance
- Can ensure that in their role, they can identify and eliminate the potential for conflicts of interest
- Has sufficient time to attend meetings and make an ongoing contribution to CCI's business
- Demonstrates a clear understanding of the role of the Board and the way effective relationships between the Board, voluntary and paid workers are built and maintained
- Has never been convicted of an offence against the Corporations Act 2001 or of an offence involving dishonesty which is punishable by imprisonment for more than 12 months



## Board Nomination Information

- Is not an undischarged bankrupt and is not currently subject to any personal insolvency agreement which has not been complied with
- Meets all requirements for membership as a volunteer of CCI.

The Nominations Committee may seek to interview candidates to elicit further information to assess the candidate's suitability and/or discuss the role to which the person seeks election.

### 4. Recommendation of Nominations

The Nominations Committee will make recommendations to the Board on the eligible nominations received. Once the nominations are ratified by the Board, the Public Officer will advise the candidates in writing, including whether an election will need to be conducted.

### 5. Elections

If nominations for a vacancy exceeds the number of vacant positions, an election will be conducted by way of ballot of the voting members at the Annual General Meeting (AGM) in October of each year. If nominations for a particular position do not exceed the number of vacant positions, the Chairperson of the AGM will declare the nominee/s duly appointed at the AGM.

### 6. Board Member Appointment

An induction program for new Board members will be coordinated following the AGM and elected/appointed Board members will take office from the next Board meeting post the AGM.

### Related Forms and Records

CCI Constitution 11th November 2016

Board Member Nomination Form