



## IAHA NT WORKFORCE DEVELOPMENT LIMITED

### GOVERNANCE POLICY: Board Composition, Development and Performance

#### 1. Defined terms

Unless otherwise defined, capitalised terms used throughout this document have the meaning given to those terms in IAHA NT Workforce Development Limited's (the **Company**) Constitution.

#### 2. Number of Directors

The composition of the Board is determined in accordance with the Company's Constitution, which requires that the Board is comprised of not less than three (3) and not more than seven (7) Directors. The Board is to include up to two (2) Nominee Directors, up to two (2) Appointed Directors, and up to three (3) Elected Directors (as defined in the Constitution).

#### 3. Types of Board Members

The Directors of the Company are those persons appointed or elected as Directors in accordance with Articles 36, 37 and 38 of the Constitution.

A person becomes a Director:

- where a Director is nominated by IAHA under Article 36;
- where the Board appoints an Appointed Director under Article 37; and
- where a Director is elected by the IAHA Members under Article 38.

#### 4. Appointment of Elected Directors

Allied Health Graduate Full Members may nominate themselves to stand for election as an Elected Director at an AGM or General Meeting of IAHA.

Nominations of candidates for Elected Directors:

- must be made in writing, signed by the IAHA Allied Health Graduate Full Member and accompanied by the written consent of the candidate (which may be endorsed on the nomination form); and
- must be delivered to the IAHA Secretary not less than 10 Business Days before the date fixed for the election.

If the number of nominations received by the IAHA Secretary, from persons eligible to be appointed as Elected Directors under the Constitution, exceeds the number of vacancies to be filled.

IAHA will be responsible for running the election ballot for Elected Directors of the Company using a preferential voting system in accordance with the ***Attachment A - By-Laws for the Nomination and Election of Elected Directors***.

The Board must ensure that a copy of Attachment A is provided (including any revisions from time to time), and that it provides the support necessary to assist IAHA with the nomination and election process.

## **5. Appointment of officers:**

The Board must elect the following officers where a vacancy in that office arises:

- Chair;
- Deputy Chair; and
- Secretary.

If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held.

The ballot for the appointment of officers must be conducted in such manner as the Board may decide.

The ballot for the appointment of officers must be conducted in such manner as the Board may direct.

All nominees for the Chair or Deputy Chair Positions must be an IAHA Member.

## **6. Vacation of Office**

A person ceases to be a Director if the person:

- fails to attend three (3) consecutive Board meetings without the consent of the Board;
- resigns by notice in writing to the Company;
- for a Nominee Director, ceases to satisfy the eligibility requirements for a Nominee Director;
- retires pursuant to Article 40 and is not re-elected or re-appointed;
- is removed from office pursuant to the Corporations Act;
- becomes an insolvent under administration;
- becomes of unsound mind or a person whose property is liable to be dealt with pursuant to a law about mental health; or
- is not permitted to be a director, or to manage a corporation, pursuant to the Corporations Act.

## **7. Director Competencies**

Director Competencies include:



- understanding of contemporary issues and dynamics of the Indigenous health sector in which the Company operates – that is Aboriginal and Torres Strait Islander health and particularly the contribution of the allied health professions to health and wellbeing
- add value to the current and emerging strategic requirements for the Company
- effectively review the performance of the Company
- ability to differentiate between governance and management functions and awareness of when board discussion and activities drift into operational matters/issues
- ability to prioritise the interests of the Company
- the Board as a whole must have a strong understanding of the Company's operating environment in the Northern Territory.

Personal attributes include:

- Interpersonal relationship and negotiation skills
- Capacity for fostering good interrelationships in a boardroom setting
- Good communication skills
- Commitment to professionalism

Other skills, knowledge and/or experience that is preferred and will contribute significantly to the Company is:

- business development or management
- financial management
- risk management
- board and/or company governance and compliance
- strategic thinking and planning
- Indigenous leadership

## 8. New Director Induction

The Board recognises that a proper induction of new Directors significantly enhances their knowledge and proficiency and therefore benefits both the Company and the new appointee.

The Board Members will be provided with an **induction package** which outlines the Board's governance processes and their roles and responsibilities whilst serving as a Board Member.

The following information will be conveyed to the new Director as part of the Director Induction Program:

- A formal letter of appointment that details
  - Terms of appointment and tenure
  - Access to information
  - Insurance coverage
- A copy of key documents including
  - Governance Charter
  - the Company's Constitution

- Annual Board Calendar
- Recent Board minutes and papers (last 2 x meetings)
- Recent Annual Report
- the Company's current Strategic Plan
- organisation's financial structure and reporting format
- Administrative policies and procedures for Directors' travel, reimbursement of expenses etc
- An opportunity to discuss with the CEO or Chairperson
  - The organisation's financial structure and reporting format
  - Administrative policies and procedures for Directors' travel, out-of-pocket expenses etc.
  - Any other important operating information
- Introductory governance course annually for Directors, including finance report and financial training with the Company Accountant

## **9. Insurance**

The Company arranges professional indemnity insurance to cover the activities of the Company.

The Company indemnifies its Directors and Office Bearers for all that is legally permitted and the Company seeks appropriate insurance cover where possible for all potential liabilities flowing from the indemnities.

Each Director is required to sign a Deed of Indemnity document at the first induction meeting.



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## BY-LAWS FOR THE NOMINATION AND ELECTION OF ELECTED DIRECTORS

### 1. Purpose

These By-Laws provide the process for the nomination and election of the Elected Directors to the Board of the NT Company by the IAHA Members (as the broad community representation base of the Company's parent company) at an IAHA AGM or other IAHA General Meeting.

These By-Laws do not apply to any other director appointments, including the appointment of a Director by the Board to fill a casual vacancy until the next AGM.

### 2. Application

These By-Laws apply to all IAHA AGMs and IAHA General Meetings where the notice of meeting indicates that the business includes the election of Elected Directors.

### 3. Definitions

**Associate Member** has the meaning given to that term in the IAHA Constitution.

**Attending IAHA Member** means, in relation to a meeting of IAHA Members, an IAHA Member attending the meeting (including through the use of technology), in person or by proxy, by attorney or, where the IAHA Member is a body corporate, by Corporate Representative.

**Board** means the Directors of the Company from time to time.

**Business Day** means a day except a Saturday, Sunday or public holiday in the state or territory in which the Company is taken to be registered for the purposes of the Corporations Act.

**Chair** means the inaugural Chair of the Company or any person subsequently appointed to that office in accordance with Article 55 and 56.

**Company** means the IAHA Workforce Development NT Limited ACN 651 068 629.

**Contractor** means an individual engaged by IAHA or IAHA NT WD (either directly or through a company) to perform services that are:

- (a) day to day duties or functions of; and
- (b) performed under the day to day supervision of, IAHA or IAHA NT WD. For clarity, 'Contractor' excludes professional consultancy services or an engagement for a one off task or a set of tasks over a short term or on an irregular or ad hoc basis.

**Corporate Representative** means a person authorised in accordance with the Corporations Act (or a corresponding previous law) by an IAHA Member which is a body corporate to act as its representative at a meeting of IAHA Members.

**Director** means a person who is, for the time being, a director of the Company.

**Full Member** has the meaning given to that term in the IAHA Constitution.

**IAHA** means Indigenous Allied Health Australia Limited ABN 42 680 384 985.

**IAHA AGM** means the annual general meeting of IAHA as required by the Corporations Act.

**IAHA Constitution** means the constitution of IAHA, including any amendments from time to time.

**IAHA General Meeting** means a meeting of the IAHA Members other than the IAHA AGM.

**IAHA Member** means the Full Members of IAHA, as defined in IAHA's constitution, from time to time.



**IAHA Register** means the register of members kept by IAHA pursuant to the Corporations Act and, where appropriate, includes any branch register.

**IAHA Secretary** means a person appointed as, or to perform the duties of, secretary of IAHA for the time being.

**Secretary** means a person appointed as, or to perform the duties of, secretary of the Company for the time being.

#### 4. Background

Article 35 and 38 of the Constitution, for Elected Directors provides that:

- the number of Elected Directors will be up to three (3); and
- Allied Health Graduate Full Members may nominate themselves to stand for election as an Elected Director, provided always that the appointment is in accordance with Article 38 of the Constitution.
- Article 35 states, despite any other Article in the Constitution, in order to promote the independence of the Board, **a person is ineligible to:**
  - (1) nominate to stand for election as a Director of the Company; or
  - (2) be elected or appointed as a Director of the Company, if they are employed by the Company or IAHA Ltd, or have been employed by either company and there has not been a period of at least 2 years after ceasing that employment. For the purposes of this clause, employment includes engagement as a Contractor.

If the number of nominations received by the IAHA Secretary from persons eligible to be appointed as Elected Directors is equal to or less than the number of Elected Director vacancies to be filled:

- IAHA must ensure a general meeting of the IAHA Members is held; and
- each person nominated is taken to be elected if a resolution of IAHA Members is passed by simple majority in relation to their appointment.

If the number of nominations received by the IAHA Secretary from persons eligible to be appointed as Elected Directors exceeds the number of vacancies to be filled, an election ballot (which may be an electronic ballot) must be held for the election of one or more Elected Directors to fill the vacancy(ies). The Elected Director ballot will be held as follows:

- the ballot process must be conducted by IAHA in such manner as the Board may direct from time to time;
- all IAHA Members have the right to vote in the ballot in accordance with the By-Laws; and
- the successful candidate(s) from the ballot are appointed as Directors of the Company commencing at the conclusion of the relevant IAHA general meeting.

These By-Laws are the Board's direction on how the nomination and ballot process shall be conducted.

### Eligibility and Nomination

#### Eligibility to stand for election as an Elected Director

To be eligible to stand for election as an Elected Director and be appointed as an Elected Director, a person must:

- be Allied Health Graduate Full Member;
- provide a nomination signed by them accompanied by their consent to act as a Director is given to the IAHA Secretary at least 10 Business Days before the meeting where the election process will be conducted;
- provide a Director Identification Number (DIN) or
- provide confirmation to the IAHA Secretary that the Candidate will apply for a DIN prior to the AGM
- not be bankrupt or an insolvent under administration;
- not be disqualified from:
  - managing a corporation under the *Corporations Act 2001* (Cth);
  - being a responsible person by the ACNC Commissioner, within the previous 12 months; or
  - managing an Indigenous corporation under the *Corporations (Aboriginal and Torres Strait Islander) Act 2006* (Cth).

In addition, the Board has the discretion to reject a nomination to be an Elected Director where, in the reasonable opinion of the Board, the candidate is not a fit and proper person to hold the office due to:

- a criminal record;
- a failure to have applied for, and obtained, a working with vulnerable people check and registration in a relevant State or Territory and/or an unwillingness to do so; or
- a finding of professional misconduct or failure to meet a professional standard, or deregistration from (or inability to practice in) a health profession.

Note: ACNC's Governance Standard 4 requires IAHA to take reasonable steps to be satisfied that its responsible persons (that is, its board members) are not disqualified from managing corporations. If the Company is not satisfied, it must not appoint the person.

In conducting due diligence prior to accepting a nomination to be a Director, the Company will search as follows:

- ASIC's Banned and Disqualified Register;
- ACNC's Register of Disqualified Persons;
- the Office of the Registrar of Indigenous Corporations Register of Disqualified Officers; and
- any professional registration or standards association or board (to the extent considered relevant).

### **Election Notice:**

The IAHA NT Company's Secretary (through the IAHA Secretary) shall circulate a notice to IAHA Members indicating any and all Elected Director vacancies at least 6 weeks prior to the IAHA AGM or IAHA General Meeting where the business of the meeting includes the election of IAHA NT Workforce Development Ltd Elected Directors (**Election Notice**).

A vacancy exists where an Elected Director has retired or otherwise ceases to be a director (in accordance with Articles 39, 41 or the Corporations Act). The Company must notify the IAHA Secretary as soon as practicable when such a vacancy exists.

## **Statement of candidates:**

A person nominating as an Elected Director may provide a statement either in writing or by video, presenting their case to the IAHA Members for election to the position of Elected Director.

This statement should be provided to the IAHA Secretary along with the candidate's nomination or at any time following that nomination but **prior to 10 Business Days** before the meeting. On receipt of a statement from an eligible candidate, the IAHA Secretary will arrange for the statement to be promptly posted on the IAHA Members-only section of the IAHA website for IAHA Members to be able to access prior to voting at the election. The statement will not be posted if it contains any defamatory content or other content deemed inappropriate by the IAHA Secretary.

The statement should include (but is not limited to):

- the nominee's qualifications attributes and expertise;
- an explanation of the nominee's understanding of the Company's objects, stakeholders, and operating environment;
- an explanation of the nominee's vision and priorities for the Company;
- an explanation of the nominee's skills, knowledge and/or experience and how the nominee would propose to add value to overall strategic direction and governance of the Company; and
- an explanation of how the nominee will work as team and contribute to the future of the Company.

Elected Director rotation and tenure is in accordance with Article 40.

## **Elections**

### **Requirement for a ballot process:**

Article 38(f) provides that if the number of nominations for Director received by the IAHA Secretary under Article 38(d) exceeds the number of vacancies to be filled, a ballot must be held for the election of one or more Elected Directors to fill the vacancy (ies). This ballot must be conducted by IAHA in accordance with these By-Laws.

If the number of nominations received is equal to or less than the number of Elected Director vacancies to be filled:

- IAHA must ensure a general meeting of the IAHA Members is held; and
- each person nominated is taken to be elected if a resolution of IAHA Members is passed by simple majority in relation to their appointment.

The following rules apply to the conduct of a ballot:

### **1. Returning officer to conduct election:**

The Chair of the meeting is to appoint an independent returning officer to conduct the Elected Director ballot.



The returning officer is to appoint two scrutineers (not IAHA Members) to assist with the tally of votes. Where a virtual general meeting is held, the online voting service provider is responsible for tallying the votes and the returning officer is not required to appoint scrutineers. In the case of any dispute as to the conduct or scrutiny of the ballot, the decision of the returning officer shall be final.

## **2. Ballots:**

All Attending IAHA Members shall, prior to attending the meeting and on confirmation of their voting eligibility, be given the ballot papers validated with a distinguishing mark which they must use to cast a vote at the election of Directors.

Each ballot paper shall contain the names of those candidates that have formally nominated for the position in accordance with Article 38.

The ballot papers shall be prepared by the IAHA Secretary and are to:

- show the position(s) being contested;
- show the names of the candidates contesting each position (in the order drawn by lot);
- distinguish names from each other where a similarity in the names of two or more candidates is likely to cause confusion;
- give the candidates preferred use of name where possible. For example, candidate may prefer Bill for William or Jim for James but nicknames are not acceptable; and
- provide clear and concise direction as to the manner in which the vote is to be recorded.

Where a virtual general meeting is held, the ballot will be conducted electronically using an electronic voting system that addresses the requirements set out below for a preferential ballot approach.

## **3. Candidates may address Members:**

Each candidate is entitled to address the Members in their pre-recorded video or written statement will be available on the Members-only section of the IAHA website prior to the ballot being conducted. Noting that statements are available in advance of the meeting, there is no requirement for the candidates to address the Members at the meeting.

## **4. Preferential ballot system to apply:**

The ballots for the available number of Elected Director positions will be conducted as a "secret ballot" using a "preferential voting system", where each IAHA Member voting indicates the order of preference for candidates by placing "1" next to their first choice, "2" next to their second choice, and so on.

## **5. Informal voting:**

Ballot papers (whether hard copy or electronic) that:

- do not allocate a number to all listed candidates (although a voter may choose to not allocate a number to one candidate, in which case that candidate is treated as the voter's last preference); or

- are marked or completed so as to be indistinguishable as to the intent of the vote,

will be deemed informal and will not be included in the voting tally. The decision of the returning officer as to informal votes shall be final.

## **6. Tallying votes:**

Once all votes are cast, the Returning Officer (or, for a virtual general meeting, the online voting service provider) will tally the formal votes as follows:

### **Where only 1 candidate is to be elected:**

Where only one candidate is to be elected, the formal votes will be counted as follows:

- an absolute majority is 50% + 1 of the total formal votes cast;
- the formal votes are counted according to the first preferences given by voters (primary vote);
- a candidate that receives an absolute majority of the primary vote is elected;
- if no candidate receives an absolute majority of the primary vote, then subsequent preferences are distributed as follows:
- the candidate who receives the smallest number of first preferences is eliminated from the count;
- the votes initially received by the eliminated candidate are allocated to the remaining candidates accord to the second preference of those who gave their first preference to the now eliminated candidate - this number is now added to the number of first preferences obtained by the remaining candidates;
- if as a result, a remaining candidate now has an absolute majority that person is elected;
- if not, the same process is applied in respect of the candidate who has the smallest aggregate of the primary vote plus allocated preferences, and so on, until a candidate has an absolute majority.

### **Where 2 or more candidates are to be elected:**

Where 2 or more candidates are to be elected, the formal votes will be counted as follows:

- an absolute majority is 50% + 1 of the total formal votes cast;
- the formal votes are counted according to the first preferences given by voters (primary vote);
- a candidate that receives an absolute majority of the primary vote is elected;
- if no candidate receives an absolute majority of the primary vote, then subsequent preferences are distributed as follows:
- the candidate who receives the smallest number of first preferences is eliminated from the count but only for the purposes of the immediate count and this candidate is not excluded from the contest;
- the votes initially received by the eliminated candidate are allocated to the remaining candidates accord to the second preference of those who gave their first preference to the now eliminated candidate - this number is now added to the number of first preferences obtained by the remaining candidates;

- if as a result, a remaining candidate now has an absolute majority that person is elected;
- if not, the same process is applied in respect of the candidate who has the smallest aggregate of the primary vote plus allocated preferences, and so on, until a candidate has an absolute majority.
- to ascertain the next successful candidate, all candidates (other than the successful candidate) are brought into consideration again, including those eliminated in the first count and the following process applies:
- to the number of first preferences obtained by each of the remaining candidates is now added a distribution of the second preferences of those voters who gave their first preferences to the successful candidate;
- if this does not produce an absolute majority for a candidate, the candidate with the lowest aggregate number is eliminated and preferences are distributed, and so on, until the next successful candidate is elected;

This process continues until the required number of Elected Directors are elected (in each case all candidates, other than the successful candidates, are brought into consideration again, including those eliminated in the earlier counts).

## **7. Election outcomes:**

The returning officer will notify the election outcomes to the Chair of the meeting.

The successful candidate(s) from the ballot are appointed as Directors of the Company commencing at the conclusion of the relevant General Meeting

### **DEVELOPED BY:**

**HWL Ebsworth**

Effective Date:

30 June 2021

Endorsed by the Board on:

7 September 2022

