



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 the voting system in accordance with the ***By-Laws for the Nomination and Election of Elected Directors*** on [page 5](#).

The Board must ensure that a copy of the By-Laws for Nomination and Election of Elected Directors 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 and 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, and
- 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, and
- 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.

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 NT WD Member which is a body corporate to act as its representative at a meeting of IAHA NT WD 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 and IAHA NT WD Constitutions.

Hybrid Meeting has the meaning given in Article 20(c)(ii) of the IAHA NT WD Constitution.

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

IAHA AGM and IAHA NT WD AGM means the annual general meeting of IAHA and IAHA NT WD as required by the Corporations Act.

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

Physical Meeting has the meaning given in Article 20(c)(i) of the NT WD Constitution.

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

Virtual Meeting has the meaning given in Article 20(c)(iii) of the IAHA NT WD Constitution.

Virtual Meeting Technology means any technology that allows a person to participate in a meeting without being physically present at the meeting.

4. Background

Article 38 of the Constitution 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 this 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, 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 within the Company's, or IAHA's, organisation structure.

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

5. 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 a current employee of IAHA NT WD Ltd and IAHA Ltd;
- not be an ex-employee of IAHA NT WD Ltd and IAHA Ltd for less than 24 months,

- not be bankrupt or an insolvent under administration; and
- 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).

6. 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 to 42 of the Constitution or per the Corporations Act). The Company must notify the IAHA Secretary as soon as practicable when such a vacancy exists.

7. Director Nominations

An eligible Full Member may nominate for the role of Director by providing a nomination signed by the Member to the Secretary at any time after the Election Notice has been issued and at least 10 Business Days before the meeting.

The Director nomination and consent form must include the candidate's:

- consent to act as a Director; and
- Director Identification Number (DIN) (or confirmation the Candidate will apply for a DIN prior to the AGM) and
- declaration confirming:
 - that they are not disqualified to act as a director or responsible person of a corporation or company;
 - that they understand what it means to be disqualified; and
 - other matters prescribed by the Board in the Director nomination and consent form.

8. 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.

9. 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.

10. Elections

Requirement for a ballot process:

Article 38(f) provides that if the number of nominations for Director received by the IAHA Secretary from persons eligible to be appointed as Elected Directors under Article 38(d) 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 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:

10.1 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.

10.2 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(c).

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 meeting (or hybrid meeting) is held, the ballot will be conducted electronically using an electronic voting system that addresses the requirements set out below for the voting system and tallying of votes.

10.3 Candidates may address the meeting if a Physical Meeting is held:

Each candidate may address the meeting for up to five (5) minutes prior to the ballot. The Returning Officer shall determine by lot the order in which the candidates for each position will be heard by the meeting. No other candidates shall be present while a candidate is being heard.

Where a virtual meeting (or hybrid meeting) is held, each candidate's recorded video and/or written statement will need to be submitted to the IAHA Secretary with their nomination form 10 business days prior to the AGM.

10.4 Voting system and tallying of votes:

The ballot process for the available number of Elected Director positions will be conducted as a "secret ballot" (which may be an electronic ballot).

A single ballot process is to be conducted to elect all Elected Director positions. Each voting Member may exercise 1 vote for each of the Member's preferred candidates, up to the total number of Elected Director positions available, and no more than 1 vote per candidate. All votes are of equal value.

For example, if there are 6 candidates to fill 3 Elected Director positions, a Member may select their 3 preferred candidates as follows:

	Candidate 1
X	Candidate 2
X	Candidate 3
X	Candidate 4
	Candidate 5
	Candidate 6

Once all votes are cast, the Returning Officer (and the two selected scrutineers, or, for a virtual general meeting, the online voting service provider) shall tally the votes based on the above rules.

The candidates who receive the most votes to fill the available Elected Director positions, are elected as Directors.

If there is a tie for a final position(s) on the Board, a further ballot will be conducted between the tied candidates to elect the final Elected Director position(s). Each voting Member has 1 vote only in this ballot. The candidate(s) who receive the most votes are elected as Director(s). This ballot may be conducted using the poll or voting functionality on the virtual meeting platform.

While Members are encouraged to exercise their full number of votes applicable to the number of vacant Director positions, a Member's ballot paper (whether hard copy or electronic) remains valid provided that at least 1 vote has been cast. A ballot paper that is marked so as to be indistinguishable as to the intent of the vote will be deemed informal or invalid and will not be included in the voting tally. The decision of the Returning Officer as to informal or invalid votes shall be final.

10.5 Election outcomes:

The Returning Officer will notify the election outcomes to the Chair of the meeting.

The outcome of the ballot process will be announced by the Chair or the Returning Officer of the meeting and confirmed by resolution of the Members.

11. DEVELOPED BY:

Parent Company, IAHA / HWL Ebsworth

Effective Date: 30 June 2021
 Endorsed by the Board on: 7 September 2022
 Re-endorsed by the Board on: 16 September 2024
 Reworked/redeveloped: 11 September 2024
 Review Date: 1 August 2025

Signed by the Chief Executive Officer: 16 September 2024



Signed by the Chair: 16 September 2024

