

# Director Appointments



Australian Association of Graduate Employers Limited

(ACN 003 547 680)

# Director Appointments

## Australian Association of Graduate Employers Ltd

**Policy Name:** Director Appointments Policy

**Policy Description:**

The purpose of the Director Appointments Policy is to outline the guiding principles and procedures for the appointment of Directors to the AAGE Board in accordance with the AAGE Constitution.

To achieve the Objects of the Constitution AAGE requires its Directors to have the capacity to guide and lead the organisation through an appropriate and timely mix of qualifications, experience, skills and diversity.

**Applies to:**

This policy applies to the appointment of Directors to the Board.

This policy does not include the appointment of Committee Members or staff.

**Definitions**

AAGE	Australian Association of Graduate Employers
Board	means the Board of Directors of the Company
Committee	means all those persons comprising the Committee of the Company, including Members of the Board of Directors
Company	means the Australian Association of Graduate Employers
Co-opted Director	Person appointed by the Board to be a Director. A Co-opted Director does not need to be a member of the AAGE.
Constitution	The Constitution of the Australian Association of Graduate Employers Ltd (CAN 003 547 680)
Elected Director	Person appointed by the Board to be a Director. An Elected Director must be a Full Member or a Representative of a Full Member of the AAGE
Full Member	an individual, partnership, corporation or other organization admitted to membership under clause 11 whose policy it is to employ Graduates and who is admitted to membership of the Company in accordance with this Constitution. Full Members are individuals, partnerships, corporations or other organisations whose main role in the Graduate Recruitment market is the employment of Graduates.
Nominations Committee	A Board Committee that the Board may utilise for the nominations process

## Relevant policy statements and/or principles

The following policy statements apply:

- The position of Director is a voluntary role without remuneration.
- Where there is a requirement to fill a casual vacancy Director role, the Board will provide a minimum of one (1) weeks' notice to the membership of their intent to appoint a new Director.
- The notice for filling an Elected Director casual vacancy will include a request for written expressions of interest from eligible Members being Full Members or Representatives of Full Members which will be considered in accordance with Clause 70 (1) (a) of the Constitution. The notice will include role requirements, timeframe for selection and the criteria to be used to select the successful nominee.
- All nominees will be notified of the outcome prior to an official announcement.
- In accordance with Clause 72 (1) of the Constitution, successful casual vacancy Director appointees can only hold office until the next Annual General Meeting. Those wishing to nominate for re-election can do so in accordance with Clause 52 of the Constitution.
- Directors/Full Members nominating for re-election/election are not permitted to canvas AAGE Members for votes.
- Directors/Full Members nominating for re-election/election are not permitted to participate in administrative tasks associated with counting member votes.
- Appointed Directors will take part in the Board Induction program.

## Procedure:

### Appointment of Elected Directors

- The Board will comprise of not less than three and not more than five Elected Directors.
- The position of Elected Director is a voluntary role without remuneration.
- To be eligible for election as a Director, a person must, in accordance with Clause 52 of the Constitution;
  - Be a Full Member or a Representative of a Full Member
  - Be nominated by the Board to serve as a Director and
  - Provide written consent to the Company Secretary of their nomination no later than 28 business days before the AGM.
- Directors are to be elected at each Annual General Meeting.
- Directors elected at each Annual General Meeting will hold office until the Annual General Meeting three years from the date of election.
- Directors who have held office for three years are eligible for re-election at the next Annual General Meeting.

### Appointment of Co-opted Directors

- The Board can appoint up to two Co-opted Directors.
- The position of Co-opted Director is a voluntary role without remuneration.
- Subject to the Constitution the Board may appoint a person as a co-opted Director who satisfies the required qualifications, skills, experience and diversity.
- Role requirements, timeframe for selection and the selection criteria to be used to select the successful applicant will be determined by the Board.
- When a vacancy arises, the method for sourcing applicants will be agreed to by the Board at that time.

## Selection criteria

Applicants will be assessed against the following criteria:

- Background and experience
- Professional skills & qualifications
- Potential to contribute to diversity
- Motivation and capacity to perform the role
- Previous contribution to AAGE and its Members
- Employer support and endorsement.

The Board will determine weightings for each criteria and may also specify more detailed criteria to attract a specific skill set noting the existing skills of the Board.

## Diversity Commitment

The Board is committed to embracing and respecting diversity in the composition of the Board of Directors. In addition to the Director Selection Criteria the Board will actively seek to recruit candidates for Director roles that will supplement the existing characteristics around diversity, including but not limited to:

- First Nations / Indigenous / Aboriginal / Torres Strait Islander mob.
- Gender & Age
- Sexual Orientation
- Those living with a disability and/or serious mental and/or physical illness
- Cultural and linguistic diversity, racial diversity and religious diversity and thought diversity reflective of unique identity, culture and personal experiences:

NB Some frameworks around diversity identify separate characteristics. For the purposes of this Board, enhanced diversity around any or all these characteristics should be considered.