

GUIDELINE FOR NOMINATION OF NEW DIRECTORS.



Policy Number: 9 Version: 1
Drafted by: Executive
Responsible Person: National Secretary
Approved on: 19th September 2018
Scheduled review date: September 2020

BACKGROUND:

The Australian BPD Foundation is governed by a Board of directors in accordance with our constitution. The Board may appoint a person to be a Director, either to fill a casual vacancy or as an addition to the existing number of Directors. This person will only hold office until the next general meeting and then is eligible for re-election or re-appointment.

It is an important aspect of good governance and critical to our organisational performance to ensure that directors have an appropriate mix of skills, competencies and characteristics to support our vision. We seek a strong and significant representation on the board by people with lived experience of BPD, lived experience of family/friends/carers as well as clinicians/workers.

This a voluntary role. Reimbursement for agreed to, out-of-pocket expenses is available

Directorship requires a significant contribution of time, creativity and patience. Other desirable qualities can include:

- An ability to work cooperatively
- Although diversity of viewpoints is encouraged, it is important to know how to work cooperatively and reach consensus on key issues.
- A personal commitment to our mission and are prepared to work to achieve its objectives
- A sense of humour is a plus.
- An ability and willingness to donate (time/expertise/contacts/influence)

For more information about being a director please refer to our constitution which can be downloaded from <http://bpdfoundation.org.au/annual-reports.php>.

NOMINATION FOR THE ROLE OF DIRECTOR

Listed below is the process for the nomination of a new candidate for the position of Director.

1. A notice calling for nominations for the position of director shall be sent out to all members of the foundation at least 4 weeks prior to the proposed date of the Annual General Meeting.
2. The notice will set out how a copy of the relevant nomination form can be obtained.
3. The nomination form must be signed by the person proposing the nomination and by the person seconding the nomination as well as the nominee indicating that he or she accepts the nomination.

4. The proposer and the seconder must be members of the Foundation.
5. The Nominee does not have to be a member of the Foundation.
6. The completed nomination form must be accompanied by the following documents:-
 - a. A current police check;
 - b. A Statement by the Nominee setting out what experience, gifts and skills they will bring to the Board including how the experience, gifts and skills can be used to assist in meeting the aims and objects of the Foundation;
 - c. The names and contact details of two additional referees who can be contacted to elaborate on the statement of the Nominee.
7. These documents must be received by the Secretary of the Foundation no later than two (2) week prior to the proposed date of the Annual General Meeting.
8. The nominee will make himself or herself available for an interview by two of the current directors who are not retiring directors to elaborate on any of the information contained in the relevant documents set out in paragraph 6 above.
9. The Board reserves the right to refuse a nomination if after considering all the information placed before it that it determines that it is not in the best interests of the Foundation that the for the nomination to be accepted.

RESPONSIBILITIES

As a member of the board of a charity registered with the Australian Charities and Not-for-profits Commission (ACNC), you have duties and responsibilities that come with your role. You may also have other obligations and duties under other government agencies or under other laws.

The ACNC governance standards set core, minimum governance standards that all charities must meet. Governance standard five requires that charities take reasonable steps to make sure that the members of their governing body know and understand their legal duties and carry out their duties. These duties generally require you to be careful and conscientious in your role and to act with common sense and integrity.

The duties are:

- **To act with reasonable care and diligence.** You must exercise your powers and duties with the care and diligence that a reasonable person would if they were in your place.
- **To act in good faith in the best interests of the charity and for a proper purpose.** When acting as a board member you must make decisions that are in the best interest of the charity and to further its charitable purpose.
- **Not to improperly use information or position.** Any special knowledge that you gain as a board member must only be used for the benefit of the charity and never to further personal or other interests. Similarly, you must not use your position to improperly gain an advantage for yourself or someone else, or cause detriment to the charity.

- **To disclose conflicts of interest.** If your duty to act in the best interests of the charity is in conflict with (or may conflict with) your personal/employment interests, you must disclose this responsibly.
- **To ensure that financial affairs are managed responsibly.** Ensure that there are systems and processes in place that ensure that the charity's resources are being effectively put towards the charity's charitable purpose and are protected from misuse.
- **Not to allow the charity to operate while insolvent.** You must ensure that the charity can pay its debts when they are due or will become due and that it does not continue to operate if it cannot pay its debts.

You can find more information about the duties of those who manage charities on the ACNC's website (www.acnc.gov.au) or in the ACNC's guide *Governance for good*.

AUTHORISATION

Signed by Rita Brown (President) on 19th September 2018