

Guide Dogs Victoria Board & Committee Recruitment Policy

Effective Date: March 2025

This policy applies to:

All employees and volunteers, including Directors and Committee Members, of Guide Dogs Victoria.

1. General

The Board recognises that to be effective, it needs the right group of independent Directors, with an appropriate mix of skills, knowledge and experience that supports Guide Dogs Victoria's (GDVs) Purpose, Vision and Strategy. The Board is committed to ensuring that Guide Dogs Victoria adopts transparent Director appointment practices and employs independent advisers to help with the Board appointment process when appropriate.

This document outlines the Board's policy on how the Board will select and appoint suitable candidates for vacancies on the Board and its Committees.

2. Definitions

The Board means the Board of Directors of GDV

Director means a Director of the Board of GDV, holding office under s.13 of the GDV Constitution.

Scheduled Vacancies for Board and Non-Director Committee Members arise when a Director or Non-Director Committee Member completes their three year term.

Three Directors retire each year, but each may stand for re-election.

Casual Vacancies usually occur through resignation before the three year term, but may be the result of ill-health, incapacity, bankruptcy or any other circumstances that make a Director or Non-Director Committee Member's position untenable.

Non-Director Committee Member means an individual who is not a Director of the Board, who is appointed to a Committee of the Board and holds office under s.13.14(a) of the GDV Constitution.

3. Authority to Elect or Appoint a Director

Under section 13.1 of the Guide Dogs Victoria Constitution, the Directors may appoint any eligible individual as a Director either to fill a casual vacancy or as an addition to the existing Directors, provided:

- the number of Directors does not exceed the maximum number fixed under clause 13.1(a) - 11; and
- before appointing the Director, that individual signs a consent to act as a Director.

An individual is eligible to be a Director, provided:

- the individual is not a current employee of the company or a past employee of the company in the previous 12 months; and
- the individual is not disqualified from managing a corporation under the Corporations Act nor disqualified from being a responsible entity under the ACNC Act.

Term

Under section 13.2 of the Guide Dogs Victoria Constitution a term for a Director is up to three years. The maximum number of terms served is three (9 years) although this can be varied for a particular Director by Directors. Guide Dogs Victoria would consider a one term minimum commitment from Directors.

4. Authority to Appoint Non-Director Committee Members

Under section 13.14 of the Guide Dogs Victoria Constitution, the directors may delegate any of their powers to one or more committees consisting of the number of directors and others as they think fit.

5. Appointment Process for Directors and Non-Director Committee Members

Decision to appoint

The Board will determine whether it is practical to appoint a new Director or Non-Director Committee Member.

If the retiring Director's remaining term of office is short, the Board may choose to waive its authority to appoint a Director in favour of allowing the Members to decide through the annual Board election. Note: this will not apply if the vacancy has been caused by insufficient nominations for the Board election process.

Board Skills Matrix and Succession Plans

The Board, assisted by the Nominations Committee, will at least annually review:

- (i) its Director Skills Matrix and diversity mix to identify any gaps in the spread of skills and experience of the Directors and where action is required to increase diversity; and
- (ii) The Board and Committee succession plans, to plan for orderly succession and renewal.

The Board will then agree on the skills, experience and other characteristics required to fill any vacancies.

Consideration of Possible Candidates

Once an actual or potential vacancy is identified for any Board or Non-Director Committee member position, the Nominations Committee, in conjunction with the relevant Committee Chair for any Non-Director Committee positions, will consider possible eligible nominees for any vacancies based on the desirable skills, experience and attributes.

Names of any potential candidates will be raised to the Board for information and comment.

Approaching Potential Nominees

If no concerns are raised by the Board and with the approval of the Board Chair, potential nominees will be approached by the most appropriate person (Board Chair, Committee Chair or other individual as determined by the Board Chair), to determine if they have capacity and interest in being considered to join the Board or a Committee.

Potential nominees will be provided with the relevant position description (Board Member or Non-Director Committee Member).

Formal Candidate Submission

If the prospective nominee is willing to be considered, the individual will be requested to submit a detailed CV to facilitate a formal interview.

Candidate Interviews

The Nominations Committee will organise formal interviews with candidates and determine the appropriate office holders to conduct the interviews.

Office holders conducting candidate interviews will consider and evaluate the candidate's:

- motivation to join the Board or Committee
- relevant skills, experience and attributes
- personal style and 'fit' with GDV culture and values
- understanding of the role of the Board and Committees and the duties and responsibilities of governance office holders
- capacity for Board and Committee meetings and associated duties
- potential conflicts of interest; and
- commitment to serve at least one term.

A brief candidate report addressing the above points will be prepared for each candidate, overseen by the Nominations Chair (for Director candidates) and the relevant Committee Chair (for non-Director Committee members).

Appointment Recommendations

Candidate reports for vacant roles will be formally considered by the Nominations Committee, which will make its final recommendation to the Board for appointments of Directors or Non-Director Committee members.

All appointment recommendations will be subject to:

- completion of reference checking; and
- successful compulsory probity checks and other requirements, including
 - Working with Children check
 - National Disability Insurance Scheme (NDIS) worker screening check
 - Director ID (for Directors only)
 - Completion of the GDV volunteer form
 - ASIC and ACNC screening

Reference Checking

Once nominees for Directors are approved by the Board, a delegated member of the Nominations Committee will undertake reference checks for the successful nominee with at least 2 referees provided by the candidate.

A summary of the reference check discussions will be documented and provided to GDV for appropriate, confidential safe keeping, along with the candidate's CV and candidate report.

Any reference checking requirements for any Non-Director Committee appointments will be determined by the Nominations Committee and approved by the Board Chair.

Independent Search

The Board may consider engaging an independent consultant to conduct the search for suitable Director candidates in the event no appropriate candidate with the required skill set and experience can be identified using existing networks. In this event, an independent consultant would be engaged according to standard GDV practices to:

- Conduct an independent candidate search, which may involve advertising;
- Independently assess the suitability of any candidate referrals from Board members;
- Develop a ranked shortlist of suitable candidates;
- Facilitate interviews with the Nominations Panel;
- Conduct background and referee checks;
- Develop a formal report and recommendations for the Board, via the Nominations Panel; and
- Advise any unsuccessful candidates.

Conditional Letter of Appointment

Having considered the advice of the Nominations Committee and independent consultant (if applicable), the Board will approve a conditional letter of appointment to the new Director or Non-Director Committee Member. The offer of appointment will be provided in the form of a written agreement which sets out the terms of their appointment and provides the director with a clear understanding of their roles and responsibilities and the expectations of them. The major conditions attached to the offer will include, but not be limited to:

- Successful Working with Children Check;
- Has a Director Identification Number (Directors only);
- Successful completion of the National Disability Insurance Scheme (NDIS) Worker Screening Check;
- Successful completion of the volunteer form;
- Does not appear on the ASIC Banned and Disqualified Register; and
- Does not appear on the ACNC Disqualified register.

Director appointment notice to members

On receipt of the appointee's signed letter of appointment, and after any unsuccessful candidates have been notified, the Board will write to Guide Dogs Victoria's Members to let them know about the new appointment.

Comprehensive induction

The Board will ensure that each new Director and Non-Director Committee member completes a comprehensive induction program. The Company Secretary will be responsible for providing the newly appointed Director or Non-Director Committee member with information about the company, its operations, governance systems and all other details necessary to enable the director to perform their role.

6. Responsibilities

The **Board** is responsible for:

- Overseeing the Board Director and Committee Recruitment policy;
- Ensuring the policy aligns with best practice and Guide Dogs Victoria's Constitution; and
- Approving Directorships and Non-Director Committee memberships
- Overseeing a timely and comprehensive induction process for new Directors and Non-Director Committee members.

The **Nominations Committee** is responsible for:

- Managing the process of Board and Non-Director Committee member recruitment;
- Keeping a current succession plan;
- Interviewing potential candidates; and
- Making recommendations to the Board for approval of new directorships and Non-Director Committee memberships.
- Interviewing potential Director candidates and undertaking reference checking.

Committee Chairs are responsible for:

- Interviewing potential Non-Director Committee Member candidates and undertaking reference checking (if required).

The **Company Secretary** is responsible for:

- Ensuring all appropriate probity and other administrative/regulatory checks have been satisfactorily completed and securely documented for all Director and Non-Director Committee members
- Ensuring a thorough induction is scheduled and undertaken on a timely basis for all newly appointed Directors and Non-Director Committee members.

7. Related Documents

Guide Dogs Victoria Constitution

Guide Dogs Victoria Board Charter

Template Director Letter of Offer

Template Director Induction Agenda

Board Skills Matrix Policy

Board Chair Position Description

Board Director Position Description

Non-Director Committee Member Position Description