

PROPOSED CHANGE: INTRODUCTION OF APPOINTMENT DIRECTORS



Moving to a more modern Board structure

The ASVO currently has a traditional Board structure where directors are nominated and elected by the membership. While this ensures democratic representation, it can sometimes lead to gaps in certain areas of expertise that may include finance, legal compliance, fundraising or strategic planning.

Many not for profits now adopt a hybrid Board model, where a portion of the Board is elected from the membership, and another portion consists of appointed directors who can bring different perspectives to the table broadening and diversifying the skill set and experience of the Board.

Key Points

- The Board stays the same size with ten Directors in total. Elected Director positions are reduced from nine to seven and two Appointed Directors are initiated to replace the shortfall.
- Appointed Director candidates are identified and vetted by a Nominations committee, and recommended candidates are voted by the Board.
- The Nomination committee is made up of a majority of members
- Appointed Directors have the same rights and responsibilities as elected directors and are subject to the same legal duties and obligations, however Appointed Directors are not eligible to serve as President, Vice-President, Secretary, or Treasurer.

What is being proposed?

The Board proposes to reduce the number of non-regional Directors from five to three and introduce two directors selected on merit who will become Appointed Directors.

How does the change benefit members?

Targeted Expertise – Independent directors can bring specialised skills that align with ASVO's evolving needs, such as finance, governance, legal, marketing, or industry innovation, complementing the technical expertise of elected members.

Enhanced Strategic Oversight – By appointing directors with specific skills in leadership, risk management, or strategic planning, ASVO can strengthen its ability to navigate industry changes and challenges.

Balanced Representation – While elected directors bring valuable industry perspectives, independent directors can introduce broader insights, including from adjacent sectors, regulators, or academia, ensuring a well-rounded approach to decision-making.

Strengthened Financial and Risk Management – ASVO could benefit from directors with expertise in financial management, governance, and compliance, improving accountability and long-term sustainability.

Greater Industry Influence and Networks – Independent directors may have networks that enhance ASVO's influence in the industry, facilitating new partnerships and sponsorship opportunities.

Future-Proofing the Board – Ensuring a diverse skill set on the Board prepares ASVO for future challenges, including technological advancements, regulatory changes, and evolving industry demands.

What is the appointment process

There is a formal and transparent procedure for the selection of Appointed Directors

Nominations committee

The Board will form a committee made up of a majority of members who are not current Directors and at least one current serving Director who is not an office bearer.

The Committee's primary function is to manage and oversee the process of identifying, interviewing, and recommending candidates for appointment to the Board.

The process includes evaluating the balance of skills, knowledge, experience, independence and diversity on the Board and in the light of this evaluation, preparing a description of the role and capabilities required for a particular appointment.

The Committee operates under delegated authority. It does not possess any decision-making powers

Committee Charter

The Nomination committee is bound by a charter that clearly sets out its role and confers on it all necessary powers to perform that role.

Schedule for Board refreshment

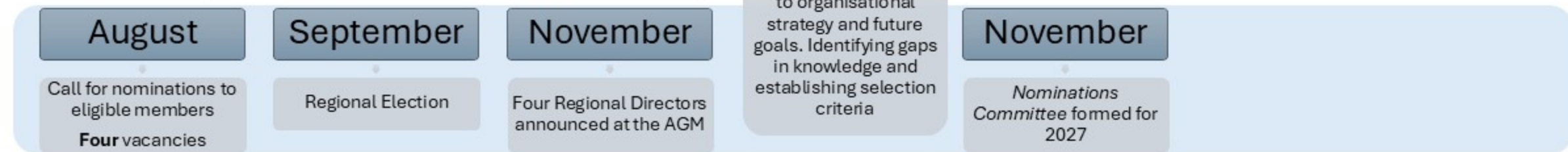
A staggered schedule for Board renewal is proposed so that elections and changes to the Board don't occur all at once. This approach offers continuity and allows Directors to build a deeper understanding of the ASVO's history, operations, and strategic goals and gives them confidence that they have time to implement new ideas.



2025 Non regional (General) Director election - Transitional year



2026 Regional Director election year



2027 Appointed Director year



2028 Non regional (General) Director election year





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1. ROLE AND RESPONSIBILITIES

The Nomination Committee is a committee of the Board under the Constitution. It is established to support the ASVO Board by overseeing the process for recommending candidates for the initial appointment and subsequent reappointment of Appointed Directors. In fulfilling this responsibility, the Committee shall give due consideration to the Board's desired balance of skills, experience, knowledge, independence, and diversity, and ensure that its activities are conducted in alignment with the values of ASVO.

The Committee operates solely under the authority delegated to it by the Board. It serves in an advisory capacity, responsible for implementing processes approved by the Board, evaluating the performance of Appointed Directors, and providing recommendations to the Board concerning their appointment and reappointment during their term of office.

2. OBJECTIVES

The Committee's objectives are to:

- a) manage the process for the recruitment of appointed directors.

This includes:

- i. developing applicant selection criteria in consultation with the Board
- ii. ensuring recruitment efforts reach a diverse and qualified candidate pool.



- iii. shortlisting and interviewing suitable applicants.
- iv. recommending preferred candidates for appointment to the Board.
- b) To evaluate the performance of Appointed Directors prior to the expiry of their term and to provide a recommendation to the Board regarding either their reappointment or the vacancy of the position. This evaluation shall be based on the following criteria:
 - i. the alignment of the Director's skills and experience with the Board's current requirements, as informed by the Directors' Skills Register;
 - ii. the Director's performance and overall contribution to the Board, as informed by feedback gathered by the Board;
 - iii. the Director's eligibility for reappointment, including consideration of any applicable term limits.
- c) To facilitate an open and transparent recruitment process—consistent with the provisions outlined above—for any Appointed Director position that becomes vacant, whether due to non-reappointment at the conclusion of a term or through other circumstances.

3. COMPOSITION AND TERM

The Committee shall comprise a combination of current Directors and members of the Society. To ensure appropriate independence, the Committee must maintain a composition in which no less than two thirds of its members are not currently serving on the Board.

The Committee shall consist of the following:

- a) at least one current elected Director of the Board; and
- b) at least two financial members of the Society who;
 - i. possess full voting rights; and
 - ii. are not currently serving as members of the Board.

Former Directors of the Board are eligible for appointment.

In appointing all Committee members, the Board must have regard for diversity (including but not limited to gender, geography, occupation), skill set and experience.

The Chair of the Committee shall be appointed by the Board from amongst the non-Board members of the Committee as per the rule 7.8.8 of the Constitution.



4. CONFLICT OF INTEREST

Appointees must declare any potential or actual conflicts of interest upon appointment and prior to participating in any relevant committee deliberations, particularly any significant commercial relationships (e.g. major sponsorships, client engagements) with ASVO or individuals being considered for Board appointment. Declared conflicts will be managed in accordance with ASVO's conflict of interest policy to ensure impartiality.

5. TERM OF OFFICE

The committee will hold office for one year or such other period of time as determined by the Board. Members may serve a maximum of three consecutive terms.

6. DELEGATION OF AUTHORITY BY THE BOARD

The Committee operates under the delegated authority of the Board as outlined in the Constitution. The Board retains sole authority for the appointment and reappointment of Appointed Directors. The Committee holds no decision-making power.

The Committee is responsible for making recommendations to the Board in relation to candidates for appointment as Appointed Directors.

Any decision by the Board not to accept a committee recommendation regarding a candidate or a reappointment must be reasonable and justifiable. In such cases, the Board will provide its rationale to the Chair of the Committee and may request that the Committee identify and recommend an alternative candidate, where applicable.

Members appointed to the Committee serve in a voluntary capacity. This appointment does not constitute a contract for services or employment.

7. MEETINGS

A quorum for Committee meetings shall be three members, provided at least one Director is present (either virtually or physically).

Meetings shall be held as frequently as required to meet the Committee's objectives effectively, including conducting interviews with applicants for vacant positions.

Meetings may be held face to face or using any technology that allows all participating members to engage effectively in discussion.



Where appropriate, an agenda and any supporting papers will be circulated to members in a timely manner prior to each meeting. Documentation provided for candidate interviews may differ from that provided for meetings.

The ASVO Executive Officer may attend the meetings to provide administration support.

8. MINUTES AND COMMUNICATION WITH THE FULL BOARD

Minutes of each Committee meeting will be prepared and are subject to approval by the Committee. Formal minutes are generally not required for meeting sessions dedicated solely to candidate interviews.

The Chair of the Committee will provide regular reports to the Board on the Committee's activities and will formally present the Committee's recommendations to the Board in writing.

9. VOTING

Decisions of the Committee will preferably be reached by consensus.

If consensus cannot be achieved, decision will be made by two thirds majority vote cast by the members present.

In the event of a tied vote, the Chair shall have a casting vote in addition to the deliberative vote.

10. REVIEW OF CHARTER

This Charter is established and maintained under the authority of the ASVO Board.

The Committee shall review this Charter at least every three years and recommend any proposed amendments to the Board.

The Board will consider the Committee's recommendations and is responsible for approving any amendments to this Charter.