

## **To be incorporated in Governance Policies**

### **3. Composition of the Board**

The Board consists of up to seven [7] people. Four [4] people shall be elected by AFS members and up to three [3] people shall be appointed by the Board as per the AFS NZ Constitution.

The Board has the power to co-opt a person[s] to the Board to hold office until the next Board Election process to meet the need for additional skills or expertise and redress any anomalies provided the maximum number of people on the Board does not exceed seven [7].

The Chairperson and Vice Chairperson are both elected by the Board itself on an annual basis.

To meet the challenge of a complex, volunteer-driven Partner in an international Network, it is important that the Board is made up of highly committed, professional individuals who understand AFS volunteer principles, and who represent a wide cross-section of New Zealand's population, and bring with them a wide range of skills and experiences including governance.

Any person wanting to be on the Governance Team must be able to demonstrate: a strong commitment to AFS' purpose and vision; meet the Charity Acts requirements to be an officer; and demonstrate they have the skills required for the governance role.

The National Director shall normally attend meetings as an ex-officio member and shall hold the office of Board Secretary although he/she may delegate any such responsibilities with the approval of the Board.

### **4. Board member election and appointment**

Board members are either:

1. elected by AFS members to represent the interests of all stakeholders; or
2. appointed by the Board itself.

#### **Elected Appointment Process**

Notification of Open Elected Positions

Announcements calling for elected position(s) will be widely communicated through the AFS network not less than three months prior to the end of Elected Trustees term. The announcement will include:

- an overview of the current Board membership,
- skills they are seeking,
- number of vacancies arising, and
- timeframe and process for putting forward a nomination for election.

#### **Standing for Nomination**

Anyone can consider standing for election on the Board. To qualify for nomination a potential Board member must:

- Not be a staff member of AFS, currently or in the past two years.
- Declare a personal commitment to the vision, purpose and guiding principles of AFS.
- Meet the Charities Act Officer requirements.
- Declare a commitment to attend and participate in meetings.
- Agree to adhere to the Board member job description.
- Confirm they have the skills and competencies required.
- Not have any significant conflicts of interest that could jeopardise their ability to take part in decision-making.
- Have their nomination for election signed off by two AFS members.

Nominations are to be accompanied by a short description on the nominee's background, commitment to the role and commitment to AFS.

Signed nominations must be received by the Board Secretary by the due date set by the Board, which will be no less than 6 weeks prior to the date of appointment.

The Secretary shall check that the candidate's nomination complies with all requirements and accept the nomination or return to the nominee for compliance.

#### Election Process

The election process will be conducted as follows:

- The approved nominations will be circulated electronically to all AFS members, along with an electronic voting form.
- Members will each have one vote for each open position. In other words, if three (3) positions were open then a member would have three (3) votes, for three (3) people.
- Notice of people standing for election will also be included in newsletters and an option provided for members to request postal voting forms if they are unable to access the online voting process.
- Reminders to vote will be sent one week prior to close of voting.
- There is no minimum number of votes required.
- Voting will close two (2) weeks prior to the appointment date.
- The nominations with the most votes will be the elected member(s).
- All candidates will be personally advised of the votes and whether or not they have been appointed as a Board member.
- Successful candidates will be required to sign the job description and begin the Board member induction process on appointment.

If insufficient nominations are put forward for the elected roles and the Board feels they require additional expertise then the Board may second someone for a one year term to cover the position. Another election will be held the following year for the role. The person seconded may put their name forward for election.

#### **Appointed Appointment Process**

1. An appointment selection committee of the Board will be formed comprising three current Board members.

2. Expressions of interest shall be called for from a range of appropriate sources [i.e. Institute of Directors' website, Members and Volunteers] and submitted to the Board Secretary at least two months before the appointment is to take place.
3. All potential candidates must meet the criteria outlined under the elected nomination criteria.
4. The appointment selection committee will undertake a selection process in line with the Board Appointee Guidelines [See Appendix 3] and make recommendations to the full Board for final appointment.

## **5. Length of term**

1. Elected members of the Board are elected for two-year staggered terms. Usually two [2] elected positions will fall vacant each year.
2. Appointed members shall have two-year staggered terms, in that in one year, one [1] position will fall vacant and in alternate years, two [2] positions.
3. All members whose terms expire are eligible for re-election or re-appointment.
4. All members will receive a letter of appointment.

## **6. Board Job descriptions and expectations**

There are job descriptions for the role of board member, Chairperson and Vice-Chairperson outlining the roles responsibilities and expectations.

Each Board member must be given the job description and sign the job description before starting their role.

### **Supporting forms required**

- Board member nomination form
- Job descriptions – Board member, Chair and Deputy Chair
- Board appointment guidelines