



Change
Management
Institute

Board Nomination Information Sheet

The following is some useful information for you to consider prior to submitting your nomination form.

How is the Board made up?

Your Global Board is comprised of the following **eight** roles:

4 x Office Bearers of the Association

- President
- Vice-President
- Secretary (based in Australia)
- Treasurer (based in Australia)

4 x General Director Positions

These Board Director Roles take accountability for the governance and sponsorship of key global initiatives as well as accountability for governance oversight of the organisation.

Our constitution stipulates a term of two (2) years for Board Members with four roles becoming open for nomination each year. Board Members must be members of the Institute (or be willing to become members if they are not already). Due to the Institute's Australian incorporation requirements under NSW Fair Trading, **we must have one Board member residing in New South Wales and we will be looking to recruit someone to fill this position in this round.**

What do I do if I want to be considered for a Board Role?

There is a formal process to be followed:

1. Review the role outline for the role and decide whether you have the passion and appropriate skill set required.
2. Review the Code of Conduct and Conflict of Interest to ensure you are comfortable about the expectations.
3. Speak to Vice-President, sian.rinaldi@change-management-institute.com and ask any questions you might have about the role or how the Board operates.
4. Download and complete the nomination form.
5. Seek two current Institute members to support and second your nomination.
6. Submit the nomination form by email by **5pm, Sunday 1st September 2024** to jo.harland@change-management-institute.com
7. Interviews will be arranged for mutual due diligence.
8. Referees will then be requested and contacted.
9. Where there is more than one suitable candidate for a particular role, an election may be held.

Some useful information:

- Director accountabilities apply to all Board roles. The Institute is governed by the Fair-Trading Act of NSW as applied to Associations. We also align to the Not-for-Profit governance good practice of the Australian Institute of Company Directors. This means ensuring that the Institute doesn't trade insolvently, that effective financial records are kept, that Directors' interests are disclosed, and information is lodged in a timely manner with Australian Security Investment Commission. Board members are required by the Associations Corporations Act (2009) to behave with care and diligence, in good faith, without improper use of their position and use information available to them in the best interests of the organisation.

- We are seeking diversity amongst our Directors and at this time would value nominations with specific skill sets in, financial/treasury positions and risk management to complement the existing skills of Directors.
- We are seeking Directors with a professional qualification (Company Directors Course or equivalent) or experience as a Director on a Board or governance committees at senior level.
- Three members of the Board must reside in Australia due to incorporation rules: The Secretary, the Treasurer and one other. At least one role must be resident in New South Wales. It is preferred that we have representation globally wherever possible.
- All Board members are required to attend Board meetings (generally 2 hours each month) and planning sessions 2-3 times per year (6 hours on a weekend typically 10am-4pm). Most Board roles require a minimum of 4-6 hours per week of intensive contribution. These roles require providing governance support and operational direction to the organisation between Board meetings.
- As these are unpaid Board roles, it is important to have a passion for the Institute and the service it provides to the profession.

August 2024