



GOVERNANCE – BOARD COUNCILLOR BYLAW

Title: **Appointment to the ACHS Board as a Board Appointed Director** **BYLAW: 2017/2**

Authorisation Date	<i>ACHS Board Meeting 27 July 2017</i>
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Responsibility	<i>ACHS Board and Council</i>

INTRODUCTION

The Board is responsible for ensuring that the skills, knowledge and experience needed to effectively steer the ACHS both now and in the future, are represented on the Board.

The ACHS Board believes that its membership should comprise Directors with an appropriate mix and diversity of skills, professional experience and personal background that allow the Directors individually, and the Board collectively, to:

- a) Discharge their responsibilities and duties under the law effectively and efficiently;
- b) Understand the business of the ACHS and the environment in which the ACHS operates so as to be able to agree with management the objectives, goals and strategic direction of the company; and
- c) Assess the performance of management in meeting those objectives and goals.

Directors will be appointed for their skills and knowledge that will assist with the issues and opportunities the ACHS is facing. This is done using the ACHS Board Skills Matrix.

The skill set of exiting ACHS Directors is mapped against this matrix, identifying any current gaps as well as allowing a specification for new Directors when a vacancy arises.

PROCESS

1. The Board has delegated to the Nominations Committee the responsibility for identifying and recommending candidates for the Board, after considering the current skills set and, the necessary and desirable competencies for new Board members.
2. The Board Nominations Committee will:
 - a. Determine the skills and experience appropriate for the appointee, having regard to the skills and experience of the existing Directors and any other anticipated changes to the Board.

- b. Confirm the process and timetable for seeking such a person and recommend the same to the Board.
- c. Take into account the current composition of Board members, so that Board diversity can be achieved and maintained.
- d. Confirm that upon appointment of the candidate that the Board Composition Requirements (as set out in By law 5) will be fulfilled.
- e. Ensure that a short list of candidates is prepared for the Board's consideration and if required, interview by the Board or Board Executive.
- f. Ensure candidates are assessed on the following basis:
 - o competencies and qualifications;
 - o contribution to the overall balance and composition of the Board, assessed against the Board Skill's Matrix;
 - o time availability, including assessment of other roles that may impede the candidate's capacity to add value to the Company;
 - o depth of understanding of the role of and legal obligations of a Director of ACHS.