

Election of Directors and President Elect

1. Purpose

1.1. Objective

To provide AWA members with the procedures and documentary requirements for the nominations and election of Directors of the Company.

1.2 Scope

This document provides guidance to current Board members, members, potential candidates and members of the Strategic Advisory Council for the election of Directors and the election of the President Elect to ensure a consistently robust process for the replacement of Directors and office holders in accordance with the AWA Constitution.

1.3 Summary

This document provides broad guidelines for the nomination and election of Directors including indicative timelines, appropriate forms, the election and voting protocols and selection criteria guidance for the Strategic Advisory Council members.

2. Guidance Statements

2.1 Election of Directors

Guidelines and Candidate Information

The Australian Water Association is a Company limited by Guarantee which is governed by a Board of Directors who are selected by the Strategic Advisory Council. The full provisions regarding appointment to the Board are contained in the AWA Constitution (in particular Rule 19).

The key steps in the election of Directors are as follows:

1. The Board will have no less than 6 and no more than 9 Directors (10 including the immediate past President)
2. Directors are elected for two year terms. They may serve for a maximum of three terms (although the immediate past President – referred to in the Constitution as the Deputy President – automatically serves an extra year.)
3. The President and the President-elect are, subject to ratification, automatically re-appointed the Board

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4. The President-elect is chosen by the Board from the current Directors prior to the SAC meeting and the AGM. (refer specific procedures)
5. Each director must stand for re-election at the end of each two year term but at least four re-nominating Directors, including the President and the President-elect must be re-elected. This ensures some continuity on the Board.
6. The Directors are *selected* by the Strategic Advisory Council but their appointment must be *declared and ratified* at the Annual General Meeting.
7. The election takes place at the SAC meeting in the second half of each even-numbered year. Ratification takes place at the AGM immediately following that SAC (i.e. also in the second half of each even- numbered year.)
8. Appointment to the Board takes effect from the Board meeting that coincides with the OzWater Conference that succeeds the election- i.e. that which is held in odd numbered years.
9. Applications
Candidates are required to provide information to support their application for election to the Board. Those positions automatically entitled to re-election are not required to provide this information. The SAC and Board will determine the form and type of information reasonably necessary to allow a considered assessment of a candidate's suitability for election to the Board. Information should be completed (using the approved application form) prior to the Board meeting that precedes the SAC meeting at which Directors are selected. Applications will be received and collated by the Company Secretary.

2.2 Selection of President Elect for the AWA Board

The following is the recommended sequence and procedure for election of a President Elect based upon the AWA constitution as amended.

The President Elect is selected by the current AWA Directors (at the time of election) from amongst their number.

1. The President holds office for a nominal period of two years, such term coinciding with the two year terms served by other Directors.
2. The President Elect will be selected approximately 12 months prior to the time at which they are to formally assume the position of President.
3. Accordingly, the election of the President Elect will be held in even years, usually at the May Board meetings
4. Eligible Directors will be those that have at least three years remaining as a potential Director.
5. The President will contact eligible directors prior to the Board meeting that precedes the election to discuss their likely candidature.

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6. The President will report on the potential candidates at the Board meeting prior to the election.
7. If there is only one candidate, the election will be by verbal support.
8. Candidates will be required to confirm that their employer is aware of the commitment and support the application. (Note: A working protocol outlining key aspects of the President's role has been prepared to help quantify the commitment)
9. Candidates will be required to submit a vision statement and history with AWA 14 days prior to election date.
10. For more than one candidate the election will be a secret ballot vote using the parliamentary preferential system where the first candidate to achieve a majority will be declared the President Elect.
11. If there is no candidate then a joint committee of the SAC and Board will be formed to identify a suitable candidate and make a recommendation to the next joint meeting of the SAC and Board.
12. The Company Secretary or CEO will act as returning officer.

2.3 Selection of Directors - Information on Candidates

Candidates are required to provide information to support their application for election to the Board. Candidates that the Constitution indicates are to be carried forward without a contested election (e.g. President Elect and current President who will become Past President) are only be required to submit a simplified confirmation of intention to stand.

The AWA constitution provides that the AWA Board members will be selected by the Strategic Advisory Council. The selected candidates are then presented to the full membership of AWA at the Annual General Meeting and the AGM ratifies the election of the selected directors.

The SAC and Board will determine the form and type of information reasonably necessary to allow a considered assessment of a candidate's suitability for election to the Board. The utilisation of a standard form for presentation of the information is intended to allow ready comparison of candidates.

An Application Form has been adopted for the use of candidates and this form can be distributed and lodged either in electronic or hard copy format.

Each candidate is required to provide

1. Application form including contact information
2. Curriculum Vitae (up to two pages)
3. Statement from sponsor (an AWA member) supporting the candidate

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4. Response to Key Competencies (up to two pages)

Applications (Nominations for Board Membership) should be completed and lodged with the Company Secretary prior to the Board meeting that precedes the SAC meeting at which Directors are selected. This is ordinarily around 60 days prior to the election.

Candidate Selection Criteria

These notes are intended to provide background and assistance to both potential candidates for Board positions and to the Strategic Advisory Council who selects the Directors.

The Application Form is intended to ensure that the SAC has adequate information on candidates to allow an informed decision as to their suitability to serve on the Board. The SAC will be guided by its own assessment criteria, subject to overarching principles of good governance, the Constitution and the Corporations Act.

Minimum Requirements for Candidates

- Personal attributes of the highest caliber, including proven leadership skills, integrity, emotional stability, maturity and teamwork skills.
- A strong commitment to AWA;
- An understanding of AWA business, either through working at a Branch or the national level in one of AWA's committees;
- Good knowledge of the water industry in Australia;
- A national perspective and policy orientation;
- Demonstrated business acumen.

Applicants must have a record of active involvement with AWA for at least one year. The Strategic Advisory Council (SAC) will judge each application on its merits and will aim to select a diverse group of Directors.

Additional Matters for Consideration

The following general observations may also assist the SAC in selecting Board members.

AWA's membership is diverse in many respects including professionally and geographically. Additionally there are numerous interest groups and segments within the Association. Whilst the Board is required to have regard to the interests of all these constituencies, individual directors do not represent any one group or constituency, although they may bring specialised understanding or skills as a consequence of their own background or training.

To the extent permitted by the Association's Constitution, the Board will endeavour to encourage diversity in its membership to ensure:

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1. A broad range of appropriate skills, expertise and professional backgrounds. These may include:
 - academic
 - technical/engineering
 - legal
 - accounting
 - managerial
 - strategic
2. Cultural, Age and Gender representation
3. Geographic and regional representation
4. Sectoral or segment representation
 - Utilities/Operations
 - Technology Providers
 - Manufacturing/contracting
 - Research/Academia
 - Young Professionals
 - Consultants
 - Government/Regulators
 - Community action and education

2.4 Expressions of Interest for Board Membership

Members interested in joining the Board of Directors are encouraged to discuss the matter with the President or the Chief Executive. They should seek to familiarize themselves with the constituent documents of AWA and its business and strategic direction. Successful candidates will receive a full briefing however much of this information is available publicly to assist interested members in reaching an informed decision on their candidature.

It is recommended that candidates (or potential candidates) review core material such as:

- Recent Annual Reports
- Current Strategic Plan
- Constitution and By-Laws

2.5 Election Procedures

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Directors are selected by the AWA Strategic Advisory Council at one of the two scheduled meetings that take place each year. The President of AWA chairs the SAC. It is expected that no candidates for election, including existing Directors who are re-nominating, will participate in the SAC deliberations and vote. Candidates may be invited to attend part of the SAC meeting at the discretion of the SAC

Election of Directors will take place in two stages:

1. The Constitution requires that at least four re-nominating directors (including the President and the President-elect) be re-appointed to the Board. These vacancies will be filled first
2. The remaining vacancies on the Board will then be filled. Candidates for these vacancies will include those directors re-nominating who were not re-appointed in the first stage

Only current nominated members of SAC will be entitled to vote. Each SAC Member is entitled to exercise one vote. Voting will be conducted using a procedure known as “multi-round” voting. This means that the election is conducted using several successive rounds of voting, with the individual receiving the smallest number of votes in a round being eliminated from the next round of voting. The successful candidate(s) will be those with the greatest number of votes remaining to fill the number of vacancies.

An electronic system will be utilized where this is practicable. If not, a series of secret ballots will be conducted.

The Chairman of the meeting (The AWA President) will be the final arbiter of any procedural issues or disputes.

Extract from AWA Constitution

- a) *In accordance with the Directors’ Terms of Office as established under Rule 14.5 and 14.6, the Secretary shall advise the members of the impending Board vacancies at least 60 days prior to the AGM*

Director Election and AGM Timelines:

- 3 months prior: Members are advised of declared vacancies calling for nominations
- 2 months prior: Nominations Close
- 4 weeks prior: SAC sent copies of nominations and CVs
- 3 weeks prior: Notice of AGM to members
Annual Report available on web site
- 2 weeks prior: Annual Report print copies distributed
- 7 days prior: Board papers distributed
- Night before: SAC dinner to discuss nominations
- Director Elections and AGM

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3. Context

3.1 Definitions

The Company	The Australian Water Association Ltd
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3.2 Responsibilities

Chief Operations Officer	To ensure this document is reviewed and updated by the Governance & Audit Committee according to the review cycle.
Company Secretary	To ensure all existing Directors and Director nominees and potential candidates have access to this Document

3.3 References

Legislation	Corporations Act 2001
AWA Policies and Procedures	AWA Constitution and By-laws Declaration Of Interests Policy

3.4 Attachments

Nil

4. Document Control

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