



SELECTION & APPOINTMENT OF DIRECTORS POLICY

INTRODUCTION

The Board of the Window Shading Association of Australia (WSAA) maintains the responsibility for the nomination, selection, election and appointment process of Directors and has put in place this policy for both the nomination of new Directors and the re-appointment of existing Directors.

As per the WSAA Constitution, the WSAA Board is responsible for (1) the nomination and recommendation of preferred Member Directors and (2) the appointment of Co-opted directors.

Due to the size of the Association, no separate Nomination Committee has been established and the full Board addresses all matters relating to the composition, structure and operation of the Board.

This policy takes into account and must be read alongside the Constitution, in particular clause 35 (Number and Appointment of Directors). In the event of any inconsistency between this policy and the Constitution, the Constitution prevails.

NOMINATION PROCEDURE FOR MEMBER DIRECTORS

Who May Nominate?

A person is eligible for election as a Member Director if they:

- are a current financial Member or a representative of a current financial Member;
- are nominated by one (1) Member;
- have given WSAA written consent to act as Director; and
- are not disqualified by the ACNC Act or the Corporations Act from being a Director.

Exclusion from Nomination

A person will not be eligible to nominate for a Member Director position on the Board if:

- they are currently being investigated under the Code of Conduct or for any other misconduct;
- their election or appointment were to breach the geographical (see clause 35.3 (a) & (b)), member type (see clause 35.5 (b)) or term provisions (see clause 35.8) as stated in the WSAA Constitution.

Invitation for Nominations

WSAA will call for nominations as required in any year to fill the number of confirmed vacant Member Director positions by sending to Members a Call for Nominations Notice.

How to Nominate

Nominations are to be made in writing, using the prescribed Nomination Form at the time, which may include:

- Candidate Statement of not more than 500 words to highlight reasons for nomination and to identify the relevant knowledge, skills and experience the candidate possesses to contribute as a Member Director;
- Copy of a current Curriculum Vitae (CV);
- Two professional references with contact details;
- Declaration accepting nomination requirements as determined by WSAA Board from time to time;
- High resolution 'head shot' photo of the Candidate; and
- Written consent of the candidate and signed by the Member who is nominating the candidate.

The Returning Officer (WSAA Secretary) will review and validate each Nomination Form and confirm receipt of nomination.

Timeframe

The Call for Nominations Notice will be issued approximately 12 weeks prior to the Annual General Meeting (AGM).

Nominations must be received by the announced Closing Date for Nominations, with a closing date for such nominations of at least thirty (30) days prior to the AGM (as per clause 35.6 of the WSAA Constitution).

Nominations received after the Closing Date for Nominations will not be accepted.

BOARD COMPOSITION & SKILLS

The Board will determine and regularly assess its composition having regard to the optimum number, geography, member type, gender and skill mix of Directors, subject to the limits imposed by the Company's Constitution and the terms served by existing Directors.

The Board may adopt a Composition & Skills Matrix that outlines a detailed list of diversity and skills to ensure the optimum composition and most effective functioning of the Board. The Matrix shall provide a guide for Directors when assessing its skills and diversity and may assist in highlighting any gaps in the collective skills or the current composition or that may be required in the future.

NEW MEMBER DIRECTOR SELECTION PROCESS

The Board will use the following procedure when seeking new Member Directors, reviewing and recommending their preferred (if any) candidate(s) for election:

- Review the current Board skills;
- Assess the skills, perspectives, experience and expertise necessary that will best complement Board effectiveness and achieve the optimal composition in line with the current strategic plan;
- Discuss and agree the desired criteria for selection for new Member Directors;

- Communicate the desired criteria for selection with the Call for Nominations Notice;
- Perform appropriate reference checks on the candidate(s);
- Meet with the potential candidate(s), either in person, via video or over the phone;
- Assess and openly discuss at a Board meeting each candidate against the desired selection criteria;
- Each director will vote on their preferred candidate(s);
 - The Board shall appoint the Secretary or CEO as the Returning Officer who is responsible for the administration of all Voting Ballots.
 - Counting of votes will be counted on a standard preferential voting basis.
- Put forward to the members for election at the AGM in accordance with the WSAA Constitution (see below).

Selection Criteria

In general, the Board will consider the following information in relation to potential candidates:

- Level of seniority in the candidate(s) current workplace
- Previous employment and experience
- Level of further education
- Candidate's character and standing in the industry
- Qualifications and skill set of the candidate
- Previous voluntary involvement with the WSAA
- Ability to devote appropriate time required
- Independence and potential conflicts of interest
- Membership category and other particulars as required by the WSAA Constitution

MEMBER DIRECTOR ELECTION

As per Clause 35.6 (e), individual resolutions, in relation to each candidate shall be put to the Voting Members at the AGM to consider the election of each candidate.

The Board will provide the following information to Members with the AGM Notice for their consideration when making the decision to vote on the relevant resolution/s at the AGM:

- Confirmation that the Board has performed the appropriate background, character and experience checks on the Director and declare any relevant information that has resulted from these checks;
- Provide details of the Director's skills, education, experience and knowledge;
- Provide details of any interest, position or relationships that may be relevant in considering the Director's appointment;
- The term currently served (if an existing Director);
- A statement confirming that the Board supports the election or re-election of the recommended Director.

CO-OPTED DIRECTORS

As per Clause 35.7 of the WSAA Constitution:

- The Board may appoint Co-Opted Directors to the Board at any time to fill the positions provided for in clause 35.2(b).
- Co-Opted Directors are not required to be Members.
- A Co-Opted Director shall be a person who will bring skills and experience to the Board to enable the Board to advance the Objects.

The Board may take any appropriate action required in the recruitment process of co-opted directors.

DIRECTOR APPOINTMENT

When appointed to the Board, Directors receive an induction appropriate to their experience to familiarise them with matters relating to the WSAA's strategic plan, governance, financial position and current issues.

A new Director will be issued with a letter of appointment and copies of relevant documentation to assist with their familiarisation and will be required to sign a Confidentiality Agreement.

HISTORY & VERSION CONTROL

The Selection & Appointment of Directors Policy will be reviewed every three years.

Version	Approved By	Date Approved
1.0	Board	15 th May 2025