

## Process for appointing GCNA Board Members

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### Constitutional provisions

Appointments to the Global Compact Network Australia (GCNA) Board must be in accordance with the [GCNA Constitution](#).

The GCNA Constitution states that the GCNA should have not less than 7 and no more than 10 Directors unless otherwise determined by a general meeting.

Up to a maximum of two Directors who do *not* represent a GCNA member can be appointed. Otherwise, Directors must be nominated by and represent a GCNA member. A majority of Directors must represent business members. No GCNA member can be represented by more than one Director.

The GCNA Constitution provides that in considering the appointment of Directors, the Board will take into consideration the composition of the GCNA's member base, the sectors represented on the current Board, and the skills, expertise and experience that are likely to benefit the GCNA and which will otherwise complement the Board's current composition. The Board will also aim to achieve gender diversity.

Any Director appointed by the Board to fill a vacancy only holds office until the GCNA's next annual general meeting at which point they must stand for election.

Directors are appointed for a term of two years, but may stand for re-election after a term served.

### Process

The Board may appoint a Director to fill a casual vacancy at any time in accordance with the GCNA Constitution, or may put forward candidates to be appointed at a general meeting.

From time to time, the GCNA will invite expression of interest (EOIs) in relation to Board vacancies. Invitations for EOIs in relation to Board vacancies may be to the whole GCNA member base or to certain members where the Board is seeking to address a particular identified gap in terms of organisational diversity (e.g. those in a particular industry or sector, SMEs, business members, non-business members) or Director skills (noting that the GCNA also maintains a Board skills matrix for this purpose).

Representatives of GCNA members are also welcome to express interest in being considered for the GCNA Board at any time by submitting [this form](#) to Alice Cope, Executive Manager, [alice.cope@unglobalcompact.org.au](mailto:alice.cope@unglobalcompact.org.au).

The GCNA's Nominations and Governance Committee may also itself identify and approach specific potential candidates at any time to encourage them to submit EOIs.

The Board may decide to fill a Board vacancy or nominate without inviting EOIs in certain circumstances, including if an invitation for EOIs has been sent (generally or to relevant members) within the previous 12 months; if sufficient EOIs have been submitted by members of their own accord; in relation to appointing a Director that is not representing a GCNA member; or if the Board otherwise considers it in the best interests of the organisation.

Where the Board invites EOIs, the GCNA's Nominations and Governance Committee will:

- review EOIs received in response to the EOI invitation and otherwise;
- develop a shortlist of candidates;
- meet with shortlisted candidates; and
- recommend to the Board the most appropriate person for appointment/nomination.

Where the Board does not specifically invite EOIs, the GCNA's Nominations and Governance Committee will:

- review any EOIs that have been received in response to previous EOI invitations and otherwise submitted;
- identify other potential candidates from within the GCNA membership base or otherwise (if a non-member Director appointment is being considered);
- develop a shortlist of candidates / identify preferred candidate;
- approach shortlisted candidates / preferred candidate;
- meet with shortlisted candidates / preferred candidate; and
- recommend to the Board the most appropriate person for appointment/nomination.

The GCNA Board will then decide the candidate to be appointed or put forward at a general meeting.

### **Selection criteria**

The Board considers a range of criteria in appointing new Directors.

As noted above, the GCNA Constitution provides that these will include the composition of the GCNA's member base, the sectors represented on the current Board, and the skills, expertise and experience likely to be of benefit to the GCNA and which will otherwise complement the Board's current composition (in relation to which the GCNA maintains a Board skills matrix), and gender diversity.

Other factors that will be considered include the ability to commit the time required to discharge the duties to the GCNA, any other directorships or commitments (including potential conflicts of interest), the extent to which the appointee is likely to work constructively with existing Directors and management and contribute to the overall effectiveness of the Board and organisation, understanding of the GCNA's activities, networks and profile, seniority and influence within their own organisation, other experience and skills, and general suitability.

### **Contact**

Any queries in relation to the appointment of GCNA Board Members, or EOIs, can be submitted to Alice Cope, Executive Manager, [alice.cope@unglobalcompact.org.au](mailto:alice.cope@unglobalcompact.org.au).