

## Policy

The Eastern Victoria GP Training (EV) Board aims to attract and maintain a Board which has an appropriate mix of skills, knowledge, experience, expertise and diversity to:

- Effectively govern;
- Establish a positive culture;
- Contribute to the achievements of EV's mission, vision and strategic objectives; and
- Fulfil Directors' duties and responsibilities.

Diversity (including but not limited to age, gender, disability, ethnicity and cultural background) will enhance the Board's performance and provide the following benefits:

- More effective decision making
- Consideration of perspectives that may not otherwise be considered
- Better utilisation of the talent pool
- Enhancement of corporate reputation
- Better service to our stakeholders and members

Recruitment and selection to the Board will be consistent with the EV constitution and will stand up to scrutiny by company members and stakeholders and community in general. The process will be fair, transparent, defensible, non-discriminatory and unbiased.

## Procedure

### Board Composition and Diversity

1. The Board may, by resolution, agree on a skills and diversity matrix after considering the needs of EV at the time and for the foreseeable future. Where a board position will be filled in the near future, the directors who may remain after the upcoming change in directors shall complete a self-assessment against the matrix to help identify gaps in skills, experience and diversity.
2. The persons or committee charged with managing the process of recruiting new directors shall have regard to the results of this skills assessment in their recruitment or other communication process, for example when asking for nominations from members, as may be appropriate given the type of board position to be filled.
3. Subject to the provisions of the Constitution, where a vacancy exists to which the Board does not wish to reappoint the incumbent, or the incumbent does not wish to reapply, the procedures below will apply.

### Eligible Directors (Supervisors x 2 and Registrars x 2)

1. All registrars and supervisors in the EV footprint will be invited to apply via an email seeking their expression of interest by a set date.
2. Interested Registrars and Supervisors must provide a copy of their resume and a covering letter explaining why they want to be an Eligible Director, what skills they offer the Board, an assessment of their governance experience and a statutory declaration as per the Corporations Act 2001 Section 205B.
3. A Nominations Selection Panel will be convened which will shortlist interested candidates against pre-determined selection criteria, interview only those shortlisted and then make a recommendation to the Board for appointment as an Eligible Director.
4. The Nominations Selection Panel will consist of:
  - The Board Chair
  - One member of the Nominations and Remuneration Committee of the Board; and
  - One or two other members of the Board ensuring that the Panel contains at least one male and one female member.
5. An independent person may be invited to join the Nominations Selection Panel.
6. The Board considers the recommendation from the Nominations Selection Panel and moves a resolution for the Eligible Director positions at the Board meeting preceding the Annual General Meeting (AGM), which is held on the same day. The Eligible Director positions are announced at the AGM.

Elected Directors (x 4)

1. Company members are asked to distribute an invitation to apply on our behalf to their members/networks. The Invitation to Apply is in respect of the Elected Positions
2. Interested persons for the Elected Director Positions need to provide a copy of their resume and a brief biography for the ballot pack which explains why they want to be an Elected Director, what skills they offer the Board, an assessment of their governance experience and a statutory declaration as per the Corporations Act 2001 Section 205B.
3. As part of their application, the Elected Director candidates must be endorsed by the Company Member nominee on a form provided by EV. There is no limit on the number of applicants that a Company Member may endorse.
4. All Elected Director candidates that have been endorsed by a Company Member nominee are listed in alphabetical order on a ballot with their biography attached.
5. The ballot must be fully numbered for all candidates. The candidate with the most votes is declared elected. In the event of a tie, the elected candidates are to be determined by lot, conducted by the Board.
6. The votes are counted the day before the AGM at 5.00pm by an independent scrutineer and the outcome will be communicated to the Board at its meeting on the same day as the AGM, which allows for resolutions to be moved for the Eligible and Appointed Director positions if a candidate has also applied and been successful via the Elected Director process.

Appointed Directors (x 3)

1. The applications for the Appointed Directors are similar to the Eligible Registrar and Eligible Supervisor Director positions and undertaken via an Expression of Interest process. Promotion may include one or a combination of the following:
  - Targeted through the stakeholder network and company members networks
  - Appropriate media and online platforms
  - Advertising on our website
  - Seeking expressions of interest via Australian Institute of Company Directors (AICD), Governance Institute of Australia or Leadership Victoria
2. Interested people must provide a copy of their resume and a covering letter that explains why they want to be an Appointed Director, what skills they offer the Board, an assessment of their governance experience and a statutory declaration as per the Corporations Act 2001 Section 205B.
3. A Nominations Selection Panel is convened which shortlists interested candidates against pre-determined selection criteria, interview only those shortlisted and then make a recommendation to the Board for appointment as an Appointed Director.
4. The Board considers the recommendation and moves a resolution for the Appointed Director position at the Board meeting preceding the Annual General Meeting (held on the same day). The Appointed Director position is announced at the AGM.

**Definitions**

*Diversity* – includes skills, ability, expertise and experience, gender, ethnicity, age, geography and independence.

*Appointed Director* – means a Director appointed to the Board by the Board under the EV Constitution having regard to the selection criteria set out in clause 14 of the Constitution.

*Eligible Registrar Director* – means a Registrar who is either:

- a) Undertaking the general pathway and therefore working in an urban area; or
- b) Undertaking the rural pathway and therefore working in a rural area,

Provided that any one time there can only be one general pathway Registrar Director and one rural pathway Registrar Director; with the eligibility criteria for each vacated position applied accordingly. They are appointed to the Board by the Board under the Constitution.

*Eligible Supervisor Director* – means a Supervisor who is either:

- a) the supervisor of a Registrar undertaking the general pathway and therefore working in an urban area; or



b) the supervisor of a Registrar undertaking the rural pathway and therefore working in a rural area, Provided that at any one time there can only be one general pathway Supervisor Director and one rural pathway Supervisor Director; with the eligibility criteria for each vacated position applied accordingly. They are appointed to the Board by the Board under the constitution.

*Elected Director* - means a Director elected to the Board by the Members under the Constitution.

**Additional Information**

- Eastern Victoria GP Training Constitution

**Relevant Legislation**

- The Corporations Act 2001 (Cth)

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|--------------------------------------|--------------------|--|----------------------------|--|--------------|
| <b>Title (including ID Number)</b>   |                    | GOV-Gov-1.13 Director Diversity and Selection Policy |                            |  |              |
| <b>Policy owner (position title)</b> |                    | CEO  |                            |  |              |
| <b>Date created</b>                  |                    | September 2016                                       | <b>Date first approved</b> |  | October 2016 |
| <b>Review history</b>                | <b>Date</b>        | Nov 2017   | Nov 2020                   |  |              |
|                                      | <b>Version no.</b> | 02   | 03                         |  |              |
|                                      | <b>Date</b>        |  |                            |  |              |
|                                      | <b>Version no.</b> |  |                            |  |              |
| <b>Date this version approved</b>    |                    | November 2020  | <b>Version no.</b>         |  | 03           |
| <b>Approved by</b>                   |                    | Board  |                            |  |              |
| <b>Next review</b>                   |                    | October 2023   |                            |  |              |