

Board Composition Policy

| | |
|--------------------------------|---|
| Policy Title | Board Composition Policy |
| Purpose | The purpose of this policy is to set out the guidelines for implementing the PCA Families Constitution Section 10 “Board members” requirements. Whilst acknowledging that the election of Directors is a member responsibility, the Board will endeavour to ensure that it has the best possible calibre of person as a Director. The effectiveness of the Board is largely dependent upon the expertise and experience that can be provided by individual directors. |
| Scope & Eligibility | This policy applies to all employees, directors, members, contractors, and volunteers at PCA Families. |
| Responsibility | It is the responsibility of the CEO to review and maintain this policy on an annual basis. All reviews must be approved by the Board. |

1. Board Composition and Size

- 1.2 The Permanent Care and Adoptive Families Inc (PCA Families) Constitution Section 10.1(b) requires that the minimum number of directors is 7 and the maximum 9, consisting of
- a) At least five board members with a close personal or family connection to adoption or permanent care, and
 - b) At least two board members that do not have involvement with permanent care or adoption.
- 1.3 The Board will generally seek to operate with 9 directors.
- 1.4 The Board ensures that, to the extent the Constitution allows, the mix of skills, expertise and experience of directors is adequate and appropriate to fulfil its role and responsibilities.
- 1.5 The Board recognises the need for diversity, to reflect a mix of personal attributes including a balance of gender, cultural and linguistic background, professional experience, attitudes, age, educational qualification, technical skills, marital or family status, religious belief, and including no more than one board member from any one family.
- 1.6 The Board has defined “A Close personal or family connection to permanent care or adoption” as an individual who has either:
- (a) Direct lived experience currently or previously as a permanent carer, adoptive parent, child/young person under a Permanent Care Order or adopted child (“lived experience child/young person”); or
 - (b) Close family connection currently or previously to an individual with direct lived experience as:
 - Partner/spouse of a permanent carer/adopted parent or a lived experience child/young person,
 - children/young people or other dependents living in household with lived experience child/young person for more than 12 months (eg foster/kinship care children, parents of carers/parents).

1.7 For the purposes of this definition, permanent care and adoption include the following:

- (a) Permanent care statutory order
- (b) Local or intercountry adoption orders
- (c) Interstate equivalents to permanent care or adoption orders (eg long term guardianship orders)
- (d) Long term informal kinship care of a child/young person who cannot live with their birth parents.

1.8 Potential directors will be sought by the Board who have:

- (a) The ability to understand PCA Families' purpose, vision and mission, its Strategic Directions and its operating environment
- (b) Knowledge, skills, and experience that align with the purpose, vision, mission, and Strategic Directions
- (c) Skills that enable them to carry out with due diligence the Board responsibilities of performance, conformance, risk management and quality oversight
- (d) Independence of thought and the ability to put PCA Families first in every decision they make as a Director
- (e) Time available and capacity for carrying out the duties required of a Director, including participating in Committees of the Board and representing the Board or PCA Families where approved.
- (f) Any specific skill sets highly desired by the Board and as identified by the Board from time to time.

1.9 To achieve its purpose, vision, mission, and strategic directions, the Board will generally have the following core skills:

- (a) Legal and/or governance expertise
- (b) Strategic and innovative thinking skills
- (c) Business/commercial acumen
- (d) Public policy and/or government relations expertise
- (e) Financial expertise
- (f) Risk management expertise
- (g) Organisational management (eg CEO, Governance role, Senior executive, leader of diverse teams)
- (h) IT/Technology
- (i) Fundraising, sponsorship and/or philanthropy
- (j) Marketing, media, communications and crisis management
- (k) Delivery of consumer focused services – counselling, therapeutic services, helpline
- (l) Stakeholder engagement.

1.10 Board members must be 18 years or over and entitled to vote at a general meeting. They must also:

- (a) Hold a "Working with Children Check";
- (b) Not be disqualified from acting as a Director under the Corporations Act;
- (c) Not be disqualified from acting as a responsible entity under the ACNC Act; and
- (d) Not have been convicted of fraud.

1.11 The Board will regularly review the skills possessed by the Directors and determine whether the composition and mix of those skills remain appropriate for PCA Family's purpose and Strategic Directions, subject to the limits imposed by the Constitution and the terms served by existing Directors.

2. Nomination and election process

- 2.1 Before each AGM, and each time a vacancy occurs on the Board, the Board, on the recommendations of the Nominations Committee, advises the key skills, experiences and qualifications it considers needed for the Board to operate effectively into the future, including identifying any perceived current skill and diversity gaps.
- 2.2 Section 10.3 requires AGM Board director nominations to be received at least 45 days before the AGM, unless the Board decides otherwise, and must be:
 - (a) accompanied by a short biographical statement and the consent of the candidate
 - (b) endorsed by one member other than the candidate.
- 2.3 Board and casual vacancy nominees will be subject to background and credentials checks, including reference checks, ASIC and ACNC searches, working with children and police checks and will be asked to complete a due diligence questionnaire before being interviewed by the Nominations Committee.
- 2.4 The Nominations Committee will make recommendations to the Board on nominees who best meet the Board's stated requirements for:
 - a) casual vacancy appointment
 - b) election by members at the AGM.
- 2.5 The Board will confirm each AGM Board nominee is eligible for nomination and may provide its recommendations regarding which nominees it considers best fits its stated requirements.
- 2.6 Elections to the Board are held in accordance with the retirement and re-election process outlined in the Constitution Sections 10 "Board members" and 9 "General meetings".
- 2.7 Section 10.2(c) requires Board directors be appointed for a maximum term of three years, before they must retire and subject themselves to re-election, unless they are appointed as a casual vacancy and Section 10.2(a) requires them to be reappointed at the next AGM after their appointment.
- 2.8 At each AGM at least one third of the Board must retire from office and may stand for reappointment, unless the number of directors (after excluding casual vacancy reappointment) is less than five at the AGM notice date, two directors must retire from office, but may offer themselves for reappointment. Directors offering themselves for reappointment follow the same process as new nominees. Directors may be appointed for a maximum of 9 years, unless specifically elected by members for a longer term.

Approvals and Revision

| Date | Version | Responsible Officer | Revision Description |
|------------|---------|---------------------|----------------------|
| 16/12/2012 | 1.00 | President | New Policy |
| 1/6/2022 | 2.00 | CEO | Reviewed/approved |