

STANDING ORDER OF THE BOARD

Board Director Nomination and Election



Policy Title: Member Elected Director Nomination and Electronic and Postal Ballot Standing Order of the Board	Policy Classification: Constitutional	Policy Number and Version:
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1. Purpose

This Standing Order of the Board sets out the process which governs the postal ballot election of Family Day Care Australia Member Elected Board Directors pursuant to clauses 10.10, 10.11 and 7.23-7.26 within the Family Day Care Constitution.

2. Statement of Principle

The Board commits to setting consistent and objective processes governing the delivery of Constitutional objectives.

3. Background

In accordance with clause 10.3, *'The number of Directors of FDCA shall be a minimum of 7 and a maximum of 11 comprising:*

- (a) *A minimum of 5 and a maximum of 6 Member Elected Directors, elected by the Members in accordance with this Constitution*

4. Policy

4.1. Rotation of Directors

In accordance with clause 10.6 of the constitution *'The election of the Member Elected Directors shall be a staggered rotational system, as described in clause 10.7.'* Clause 10.7 states *'At each AGM the Member Elected Directors who have been in office for a period of approximately 3 years since the AGM at which they were elected, shall retire from office but, if they are not then disqualified by law or by this Constitution from being re-elected, shall be eligible for re-election.'*

The staggered rotation of Directors, as detailed in clause 10.6 of the constitution, is a fundamental underpinning of the ongoing stability, strategic direction, retention of corporate knowledge, and effective governance of FDCA. As such, in fulfilling the obligations of clause 10.6 and, in line with the guidance of an approximate term detailed in clause 10.7, in any instance where 50% or more of the Member Elected Directors are required to stand for re-election to the Board in any one year, the Board may resolve to apply reasonable discretion in amending the current term of one or more Directors, up to a maximum of one additional year.

4.2. Member-elected Director Nomination Process

4.2.1. Call for Nominations

In accordance with clause 10.10(d) of the constitution, 'the Board must, at least 42 days prior to the date fixed for holding the relevant AGM, give notice to Ordinary Members calling for nominations for the position or positions of Member Elected Directors which will become vacant at the AGM'

The call for nominations is announced by FDCA via Family Day Care Matters e-newsletters and/or e-bulletins.

4.2.2. Nomination Eligibility Requirements

To be eligible for nomination, nominees must be a current financial member of FDCA in membership categories of individual, service or organisation.

To be nominated as a service or organisation member, nominees must be the duly appointed representative for that service or organisation, in accordance with clauses 3.9 and 9 of the constitution.

Eligible nominees must be actively involved in the family day care sector, and must remain a member for the duration of their tenure.

To be eligible for nomination, nominees must clearly demonstrate, via the provision of specific examples and/or evidence, their relevant knowledge, experience and/or qualifications in line with the nomination and eligibility criteria.

In accordance with clause 10.10(e) of the constitution, 'nominations for election as a Member Elected Director must be in writing and signed by no fewer than 2 Voting Members and also signed by the nominee consenting to such nomination and shall be delivered to and lodged with the Secretary, together with such biographical and other details as the candidate may furnish, not less than 28 days prior to the date fixed for the holding of the relevant AGM'

Nominations **must** be accompanied by:

- Completed eligibility criteria
- Candidate biography
- Two relevant referees
- A head and shoulders digital photograph suitable for publication
- A signed Statutory Declaration declaring that no compliance sanctions or notifications had been imposed on the service in the previous 24 months (for service member nominees only)

and submitted by the indicated deadline.

4.2.3. Role of Board Nominations Committee

An assessment of all nominations received by the closing date will be conducted by the Board Nominations Committee to ensure that candidates meet the required criteria. Nominations received after the closing deadline will not be considered.

The Board Nominations Committee will also conduct reference, compliance and background checks to ensure that candidates are deemed to be a fit and proper person.

The Board Nominations Committee will not accept nominations on the grounds of a nominee being unable to demonstrate their eligibility against the criteria, or if the nominee does not meet the fit and proper person requirement.

If the Board Nominations Committee determines that a nominee has not demonstrated, via the provision of specific examples and/or evidence, their relevant knowledge, experience and/or qualifications to fulfil the role of a Director, then the nomination will be deemed as ineligible and will not progress to the election process.

4.3. Electronic Ballot Election Process

4.3.1. Returning Officer

In accordance with clause 10.10 (a) of the Constitution, the Board shall appoint a person who is not a Director or a Member of FDCA to be Returning Officer for the election. The Executive Officer shall be the Board's appointed Returning Officer for the purposes of this Standing Order of the Board.

4.3.2. Scrutineer

If a scrutineer is required, the Company Auditor shall be the Board's appointed scrutineer.

4.3.3. Order of Candidates

The order of candidates to appear on the electronic voting platform will be determined based on receipt of nominations, with the first nomination received to appear at the top of the list descending to the last nomination received at the bottom of the list.

Each candidate's election material will appear on FDCA's website in the same order as they appear on the electronic voting platform.

4.3.4. Identification of Voting Members

Financial members of Family Day Care Australia (FDCA) will be able to access the electronic voting platform via a link provided by FDCA. This link will be provided within Family Day Care Matters and/or a dedicated e-bulletin.

4.3.5. Voting Instructions

The electronic voting platform will include instructions on how to vote including:

- Terms and Conditions of the voting process
- How to vote using the 'check box' voting mechanism. The maximum number of candidates a Member may vote for depend on the number of vacant positions to be filled

This information will appear in advance of candidate information and voting.

4.3.6. Validity of Votes

Voting may only be cast by financial Members of FDCA. In the case of a Member that is not a natural person (Service or Organisation Member), the Member's vote must be cast by the duly appointed Representative, pursuant to

clauses 3.9 and 9 of the Constitution. If a financial Member casts more than one electronic vote, FDCA will accept the first vote received, based on the electronic time and date stamp. Any supplementary votes received will be discarded and not included in the final ballot count.

Agreeing to the voting Terms and Conditions constitutes as an electronic signature.

4.3.7. Delivery of Ballots

The completed electronic ballot form will be submitted to FDCA, via the electronic voting platform. Electronic ballots must arrive by close of business (AEDT) on the date set for the closing of the ballot.

4.3.8. Receiving the Electronic Ballots

Electronic ballots received by FDCA shall be directed to the Returning Officer. The Returning Officer will securely store electronic ballots until close of the election.

4.3.9. Checking Against the Members' Register

The identification information on the electronic ballot will be used by the Returning Officer to cross check against the Members' Register to ensure eligibility.

4.3.10. Securing the Electronic Ballots

Electronic ballot forms will be delivered and stored in the Returning Officer's Outlook mailbox.

4.3.11. Sorting the Electronic Ballots

As soon as practicable after the electronic ballot closes, and no later than 48 business hours after the ballot closes, the Returning Officer shall, in the presence of the scrutineer (if required), deal with the electronic ballots in the following manner:

- i. Sort the electronic ballots into groups prior to counting as follows:
 - valid votes
 - invalid votes

4.3.12. Counting the Electronic Votes

After sorting, the valid electronic votes cast will be counted and marked under each of the candidate's names on sheets prepared for this purpose.

4.3.13. Returning Officer's Declaration

The Returning Officer will prepare a statement noting:

- i. The total number of valid votes cast
- ii. The number of valid votes cast for each candidate
- iii. The total number of votes deemed invalid

The candidate/s who have received the highest numbers of valid votes in descending order shall be declared elected until all available positions are filled.

In the event of a tie which results in an inability to determine the candidate who has won the last remaining position, the Returning Officer, in the presence of the scrutineer, shall draw by lot the winning candidate/s from the candidates with equal votes.

The statement shall be signed by the Returning Officer and witnessed by the scrutineer, if required. A copy of the statement will be retained by the Returning Officer; the original will be forwarded to the Board Chair and Chief Executive Officer.

In the event of a winning candidate withdrawing for any reason after the ballot, the available place would be filled by the candidate with the next highest number of votes.

4.4. Postal Ballot Election Process

4.4.1. Returning Officer

In accordance with clause 10.10 (a) of the Constitution, the Board shall appoint a person who is not a Director or a Member of FDCA to be Returning Officer for the election. The Executive Officer shall be the Board's appointed Returning Officer for the purposes of this Standing Order of the Board.

4.4.2. Scrutineer

The Company Auditor shall be the Board's appointed scrutineer.

4.4.3. Order of Candidates

The order of candidates to appear on the ballot paper will be determined based on receipt of nominations, with the first nomination received to appear at the top of the list descending to the last nomination received at the bottom of the list.

Each candidate's election material will appear in the election documentation in the same order as they appear on the ballot paper.

4.4.4. Identification of Voting Members

The following information will be included on the ballot paper:

- i. Name
- ii. Address
- iii. FDCA Member Number
- iv. Membership category (Individual, Service or Organisation)
- v. Service name (if not already noted under 'Name')
- vi. Signature of Member or duly appointed Representative.

4.4.5. Voting Instructions

The ballot paper will include instructions on how to vote including:

- o the marking of the ballot paper by ticks or crosses are valid forms of voting
- o the maximum number of candidates Members may vote for, depending on the number of vacant positions to be filled

This information will appear before the candidates for election are listed

4.4.6. Validity of Votes

To ensure correct identification, a ballot paper shall be marked valid only if the Name, Address and FDCA Member Number are legible; the ballot paper has been signed; and the Member's name appears on the Members' Register. If not, the ballot paper shall be marked 'rejected' before it is placed in the locked ballot box

In the case of a Member that is not a natural person (Service or Organisation Member), the Member's vote must be cast by the duly appointed Representative, pursuant to clauses 3.9 and 9 of the Constitution.

4.4.7. Delivery of Ballot Paper

The completed ballot paper shall be inserted by the Member into an outer envelope addressed to the Returning Officer, Reply Paid 571, Gosford NSW 2250 and hand delivered, couriered or posted to arrive by close of business (AEDT) on the date set for the closing of the postal ballot.

4.4.8. Duplicate Ballot Papers

Members may request a duplicate ballot paper if they misplace or damage their ballot paper or wish to make invalid their first vote and vote again. The most recently date-stamped ballot paper will be used and the other marked 'rejected'. Votes must be received on the original ballot paper provided by FDCA. Photocopies, scanned or faxed copies will not be accepted.

4.4.9. Receiving the Ballot Papers

Ballot papers received by FDCA shall be given to the Returning Officer unopened. The Returning Officer will open each outer envelope and discard that envelope. A date stamp will be applied to the ballot paper.

4.4.10. Checking Against the Members' Register

The identification information on the ballot paper will be used by the Returning Officer to check against the Members' Register to ensure eligibility. The Returning Officer will initial the ballot paper to confirm the verification process has been completed.

4.4.11. Securing the Ballot Paper

The ballot paper will be placed in a secure locked box until such time as the ballot closes. That box shall be secured by the Returning Officer who will have the only means of accessing the box without damaging it.

4.4.12. Sorting the Ballot Papers

As soon as practicable after the ballot closes, and no later than 48 business hours after the ballot closes, the Returning Officer shall, in the presence of the scrutineer, deal with the contents in the following manner:

- i. Open the locked box and remove the contents
- ii. Where more than one ballot paper envelope from the same Member exists, the ballot paper with the most recent date stamp shall be retained and the other ballot paper/s marked 'rejected'.
- iii. Locate and remove from the process any ballot papers marked 'rejected'
- iv. Sort the ballot papers into groups prior to counting as follows:

- valid votes
- invalid votes – votes will be deemed invalid and removed from the process if:
 - marks are used that in the opinion of the Returning Officer make it difficult to determine which candidates have received a vote
 - more marked votes are indicated than the number of positions that are vacant
 - no clear voting mark is discernable on the ballot paper
 - the ballot paper is not an original document (i.e. a photocopy, scanned copy or fax copy)

4.4.13. Counting the Votes

After sorting, the votes cast on the valid ballot papers will be counted and marked under each of the candidate's names on sheets prepared for this purpose.

4.4.14. Returning Officer's Declaration

The Returning Officer will prepare a statement noting:

- iv. The total number of valid ballot papers cast
- v. The number of valid votes cast for each candidate
- vi. The total number of ballot papers deemed invalid
- vii. The total number of ballot paper envelopes marked 'rejected'

The candidates who have received the highest numbers of valid votes in descending order shall be declared elected until all available positions are filled.

In the event of a tie which results in an inability to determine the candidate who has won the last remaining position, the Returning Officer, in the presence of the scrutineer, shall draw by lot the winning candidate/s from the candidates with equal votes.

The statement shall be signed by the Returning Officer and witnessed by the scrutineer. A copy of the statement will be retained by the Returning Officer; the original will be forwarded to the Board Chair and Chief Executive Officer.

In the event of a winning candidate withdrawing for any reason after the ballot, the available place would be filled by the candidate with the next highest number of votes.

4.5. Notification of Member Elected Director Election Results

4.5.1.After the conclusion of the ballot the Company Secretary shall notify all candidates by email or telephone as to the success or otherwise of their candidature.

4.5.2.A copy of the Returning Officer's declaration shall be provided to the Chairperson of the Annual General Meeting for declaration to Members at the Annual General Meeting, and to the Marketing team for inclusion in the next issue of JiGSAW magazine and e-newsletter to be published after the Annual General Meeting.

4.5.3. Ballot papers shall be retained for two months after the declaration of the results at the Annual General Meeting after which time they must be destroyed forthwith.