

PARKINSON'S VICTORIA BOARD RECRUITMENT AND COMPOSITION POLICY

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Responsible person	Board	Scheduled review date	October 2021

INTRODUCTION

The Board of Parkinson's Victoria Ltd (**the Company**) has established this Recruitment and Composition Policy to strengthen the Board mix and the process of seeking out and identifying potential directors for the Company. The Board has the responsibility of maintaining this policy and has delegated the process of reviewing candidates to the Governance and Risk Committee.

PURPOSE

This policy seeks to ensure that there are defined procedures for the nomination and selection for appointment of new directors to the Company.

PROCEDURES

It is recognised that a nomination and election process exists to appoint Directors. The Board may appoint a Director during the year who will hold office until the next Annual General Meeting (AGM) at which time the members will appoint persons to the Board. However, vacancies occur from time to time and a formal procedure is required for the identification and recommendation of the appointment of new directors to the Board.

BOARD SIZE & COMPOSITION

The Constitution of the company sets out the minimum number of directors (3) as well as the maximum number (11), the board may by resolution determine from time to time the ideal number of directors to best fit the requirements of the company.

The Board has made the determination that the Board will be comprised of up to eight (8) directors elected by the members. The Board is supported by the CEO of Parkinson's Victoria who is a non-voting participant at Board meetings.

Prospective Board members will be sought who possess the particular skills, experience and knowledge that will complement Board effectiveness. This policy reflects that at least two directors are to be persons living with Parkinson's, however,

it is incumbent on the Board to recommend to members the best persons available to meet the needs of the Company.

The Governance and Risk Committee is responsible for:

- a) recommending to the Board, nominees for membership of the Board;
- b) identifying and assessing the necessary and desirable competencies and characteristics for Board membership and regularly assessing the extent to which those competencies and characteristics are represented on the Board;
- c) establishing processes for identifying suitable candidates for appointment to the Board to ensure an appropriate mix of expertise, experience, knowledge, diversity and succession;
- d) prepare, review and update on a regular basis Director's education and skills enhancement program;
- e) ensuring succession plans for Board and executives are in place. A report on these plans is to be prepared and submitted to the Board at least once per year; and
- f) recommending the removal of Directors.

A skills matrix is to be completed at least once every two years by existing Directors of the Board to assist in the evaluation and possible requirement of particular skills, experience and knowledge that may assist the effectiveness and efficiency of the Board.

In its evaluation of candidates for the Board, the Board may also have regard to the following criteria:

- a. Support the purpose and mission of Parkinson's Victoria
- b. The ability to exercise sound business judgment and good governance
- c. Position of leadership or prominence in a specified field
- d. Absence of conflicts of interest or other legal impediments to serving on the Board
- e. Willingness to devote the required time
- f. Availability to attend Board and Committee meetings and represent the Board at other events
- g. Appropriate experience and/or professional qualifications
- h. Integrity and moral reputation.

IDENTIFICATION OF POTENTIAL BOARD MEMBERS

The Board and each Director has the responsibility of seeking out candidates who they consider may be valuable members of the Board.

The names and details of such individuals/possible candidates are to be forwarded to the Company Secretary, and such information retained until such time that a vacancy or requirement exists on the Board.

At various times, the Board may also determine that there is a specific requirement for a Director with a particular skill set. The Board may engage external consultants to assist in the identification process to meet these particular requirements.

SELECTION

Once a potential candidate has been identified, the Governance and Risk Committee and/or the Chair may, with the approval of the Board, interview the candidate.

The Governance and Risk Committee and/or the Chair after meeting with the candidate, provide the Board with recommendations regarding the candidate. A decision regarding the recommendation will be made by a majority decision of the Board.

Directors appointed by the Board must retire at the next Annual General Meeting, at which time they may stand for election to the Board by the members of the Company.

Directors are elected by the members for a three year term and can stand for re-election at the end of each term, such that no director can serve for a period of more than three terms without a specific resolution of the Board at that time.

REVIEW OF DIRECTORS SELECTION PROCEDURE

This policy will be formally reviewed by the Board Governance Committee each year.