



Australian
College of
Nursing

Election of Directors

2023 Nominees Information Pack

Information for nominees

The following information is provided to assist potential nominees to clearly understand the role, responsibilities and time commitment of Directors of the Australian College of Nursing Ltd.

Background

The Australian College of Nursing Limited (**ACN**) is a public company limited by guarantee under the *Corporations Act 2001* (Cth) (**Corporations Act**). ACN is also registered with the Australian Charities and Not for Profit Commission (**ACNC**) as a charity. ACN has a long and proud history of philanthropy and investment in the nursing profession through its two predecessor organisations, The College of Nursing and the Royal College of Nursing, Australia.

To honour and build on this success, the ACN Foundation (ACNF) was launched in 2019 as the philanthropic arm of ACN. The ACNF is a Public Ancillary Fund, a registered charity and a deductible gift recipient. It is suggested that those considering nominating may find it of value to read relevant material on the ACNC website at www.acnc.gov.au regarding Boards and the role of Directors. All Board Directors are covered by ACN's Directors and Officers Insurance policy.

Other useful information can be found on the Australian Institute of Company Directors (AICD – www.companydirectors.com.au) and the Governance Institute of Australia (GIA – www.governanceinstitute.com.au) websites.

Board of Governance

The following is provided to assist nominees in understanding the role and function of a Board of Governance and has been drawn from Not-for-Profit Governance Principles, the Australian Institute of Company Directors, 2nd Edition January 2019 and as identified above, further information can be found on the ACNC, AICD and GIA websites.

As a public company limited by guarantee, the function of the ACN Board is guided by the ACN Constitution, the Corporations Act and the ACNC.

An effective board governs by establishing or affirming the mission and vision of the organisation and determining the most strategic approaches to ensure that the mission is implemented successfully. ACN's mission is encapsulated in both the ACN Corporate Profile and ACN's intent:

https://www.acn.edu.au/wp-content/uploads/2018/12/acn_corporate_profile_web.pdf

<https://www.acn.edu.au/about-us>

<https://foundation.acn.edu.au/>

Board Directors play an essential role in the strategic planning of the organisation. An effective board *governs* by providing oversight of programs and finances. The Chief Executive Officer (CEO) must determine the performance areas and indicators where success is critical and the desired outcomes for each. For ACN these performance areas and indicators are regularly reported on at Board meetings to ensure the performance of ACN reflects the strategic plan.

In overseeing finances, a Board determines budget assumptions, gives strategic guidance to the development of the budget and approves the budget. The Board will regularly review the organisation's financial position. The Board selects and maintains a relationship with an external audit firm, Ernst and Young. Some of these functions are undertaken by the Finance, Audit, Risk and Investment (FARI) Committee on behalf of the Board and the Committee reports to the Board on its activities at each meeting.

In summary, Boards in general have the final say on the why and the what and they determine the desired result. The CEO and staff have the final say on the how, the who, the when and the how much [Ref: Not-for-Profit Governance Principals (2nd Edition), AICD, January 2019; Australian Institute of Company Directors].

<https://aicd.companydirectors.com.au/-/media/cd2/resources/director-resources/not-for-profit-resources/nfp-principles/pdf/06911-4-adv-nfp-governance-principles-report-a4-v11.ashx>

ACN has established the following Board Committees:

- Finance, Audit, Risk and Investment Committee;
- Governance and Scholarships Committee;
- Academic Council; and
- Nominations and Selection Committee.



Strategic Directions 2022-2026

OUR MISSION:

Shaping Health, Advancing Nursing

INTRODUCING OUR SIX PILLARS:

We will work to achieve our mission through our six pillars. They will be our foundation for years to come and enable innovation and stability. They are:

ADVOCACY	We will advocate for the issues that matter to our profession and the health of all Australians to make real and lasting change for today and generations to come.
COMMUNITY	We will support an engaged and contributing community of nurses – at all stages and levels of their career – inclusive of a strong band of supporters, volunteers, health professionals, media and government.
EDUCATION	We will train, educate, inspire and mentor nurses, with constant access to world-class information, research and evidence, and foster the intellectual rigour required of professionals making health-care decisions.
LEADERSHIP	We will prepare nurses to lead. We will facilitate opportunities for nurses to make a difference and grow, to expand career options and horizons to reach their utmost potential.
POLICY	We will demonstrate how health and professional care can be enhanced through the expertise and experience of nurses via developing, debating, responding, publishing, promoting and commissioning good policy.
SOCIAL IMPACT	We are inclusive and here for all nurses and their place in society. We will actively strive to develop respect and appreciation for nurses and improve the beneficial impact nurses have on our society and to protect the environment we all share.

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Conflict and declaration of interests

At times issues arise for Directors that may be perceived as creating a conflict of interest. In considering the potential for a conflict of interest the following are some areas to be deliberated:

- Directorships, including non-executive directorships held in private companies;
- Ownership or part-ownership of private companies, business or consultancies likely or possibly seeking to do business with ACN;
- Majority or controlling shareholdings in organisations in the field of health and social care;
- Holding a position of authority with responsibility to, design, offer and manage courses for nurses, both registered and enrolled, in the field of health and social care, in any educational organisation, higher education/VET sector/unregulated professional education institution;
- Any connection with an organisation contracting for ACN services;
- Research funding/grants that may be received by an individual or their department; and
- Having a relative or close friend apply for a senior role at ACN, for which the Board has oversight.

These do not preclude someone from being a Director of ACN but may require them to declare and record the actual, perceived or potential conflict at the relevant time. Directors, when acting as part of the ACN Board, are required to represent the interests of ACN in line with the purpose and objectives as outlined in the Constitution.

A copy of ACN's Constitution is available on ACN's website:

<https://www.acn.edu.au/wp-content/uploads/ACN-Ltd-Constitution-SIGNED.pdf>

Further information on managing conflicts of interest can also be found on the Australian Charities and Not-for-profits Commission website:

<https://www.acnc.gov.au/tools/guides/managing-conflicts-interest-guide>

Each Director must also always comply with the ACN Conflict of Interest Policy and Procedure.

Our Commitment to Governance

ACN is strongly committed to best practice with regard to governance. In ensuring best governance for the ACN Group, we have implemented a governance framework. ACN's External Governance Statement is available on our website.

<https://www.acn.edu.au/wp-content/uploads/PRD.2c-external-governance-statement.pdf>

Board composition

As specified in clause 14.2 (a) of the Constitution the Board shall consist of:

- a. Seven (7) Elected Directors, all of whom shall be Voting Members; and
- b. Two (2) Independent Directors who shall be nominated and appointed by the Board to provide additional expertise in areas such as law, finance or marketing and who do not need to be a nurse and may not be a Member of ACN (Clause 14.7 (b)).

Eligibility to nominate as an Elected Board Director

To be eligible to be a Director, a person must satisfy the conditions contained in subsection 45.20(3) of the *ACNC Regulation 2013* (Cth).

No current or previous employee of ACN (whether employed permanently or on a part-time basis), having left the Company within two (2) years, is eligible to stand as an Elected Director.

All other Voting Members who are eligible to hold office as an Elected Director and who wish to stand for election to the Board shall be nominated in the manner described below.

Procedure for Nominations for Elected Directors

At least twenty-one (21) days before the last day for lodgment of notices of candidature as determined by the Board, the Company Secretary shall send to each Voting Member a notice specifying:

- the date on which the successfully Elected Directors will be announced to the Voting Members in writing via email;
- the names of the Elected Directors who are due to retire at that time;
- which of the retiring Elected Directors are eligible for re-election; and
- a call for nominations to be provided to ACN by the date specified in the notice.

A nomination of a candidate for election must be made in accordance with the instructions on the nomination form.

The Nominations and Selection Committee Criteria, as approved by the Board, are included in this information package and provide guidance on the skills and personal attributes that are sought in Board Directors. The Nominations and Selection Committee will apply these criteria when considering which nominations are approved or rejected to proceed to the election process.

As soon as practicable after receiving a nomination for an Elected Director, the Company Secretary must refer the nomination to the Nominations and Selection Committee which will determine whether to approve or reject the nomination based on the Nominations and Selection Committee Criteria.

As soon as practicable after the Nominations and Selection Committee makes that determination, the Company Secretary must notify the nominee, in writing, that the Nominations and Selection Committee approved or rejected the nomination (whichever is applicable).

If the Nominations and Selection Committee reject a nomination, the Company Secretary must serve the nominee with a notice in writing setting out the determination of the Nominations and Selection Committee but need not provide any reason for its determination. The determination of the Nominations and Selection Committee is final.

If the Nominations and Selection Committee approve a nomination, notice of all approved nominations must be provided to all Voting Members.

If there are more approved nominations than the required number of candidates to fill the vacancies on the Board, an election shall be held.

Term:

As per Clause 14.4 of the ACN Constitution:

(a) *Subject to clause 14.4(c):*

- (i) *Independent Directors shall hold office for a term of four (4) years and shall then be eligible for re-appointment to the Board for a further term of four (4) years; and*
- (ii) *all Elected Directors shall hold office for a term of four (4) years and shall then be eligible for re-election to the Board for a further term of four (4) years,*

provided that a person who has held office as a Director for two (2) consecutive terms is not eligible for re-election or re-appointment for further terms, except where that person has not held office as a Director within the immediately preceding two (2) years.

(b) *Elected Directors shall commence their term from the beginning of the next Board meeting following:*

- (i) *if there was no annual general meeting, the announcement of that Elected Director's election;*
- (ii) *if there was an annual general meeting, the annual general meeting at which the Elected Director was elected;*

until the beginning of the Board meeting next following the:

- (iii) *if there was an annual general meeting, the annual general meeting; or*
- (iv) *if there was no annual general meeting, the date announcing the election of new Elected Directors;*

held approximately four (4) years later.

- (c) *In the case of Elected Directors and Independent Directors whose two (2) year term ends around the time of adoption of this Constitution in 2015, those Directors shall then be eligible for re-appointment or re-election to the Board for two (2) further terms of four (4) years each.*

General duties of directors:

1. Abide by the ACN: Board Charter, Code of Conduct, Declaration of Conflict of Interests and Confidentiality Policies.
2. Participate in the:
 - development of ACN's Strategic Plan and performance indicators to monitor progress;
 - participate in an annual review of the Strategic Plan and performance indicators.
3. Approve ACN's budget, monitor ACN's financial performance, and ensure that effective financial controls are in place.
4. Approve, where appropriate, policy and other recommendations received by the Board from Committees of the Board.
5. Monitor and review all Board policies.
6. Assist in developing positive relations among the Board, Committees of the Board, staff and the community to enhance ACN's intent and profile.
7. Enhance ACN's standing within the profession and the broader community.
8. Review ACN's Constitution and recommend changes.
9. Review the Board's structure and approve changes as required.
10. Ensure confidentiality, legal and ethical integrity is maintained.
11. Ensure compliance with regulations and accreditation bodies.
12. Approve the appointment and release of the Chief Executive Officer including the Chief Executive Officer's employment contract based on the recommendation of the President.
13. Support and participate in evaluating the Chief Executive Officer.

14. Prepare for and actively participate in all meetings of the Board and Committees of the Board where required.
15. Collaborate with the Company Secretary to ensure the smooth introduction of new policies, processes and functioning of the work of the Board.

Attendance:

In the event a Director cannot attend a Board or Committee of the Board meeting, timely advice of inability to attend is expected. Attendance of Directors at meetings of the Board and Committees of the Board is recorded in the Directors' Report and an absence from meetings of the Board for a continuous period of three (3) months without leave of absence from the Board results in that Director's removal from the Board.

Evaluation:

A Director's performance is evaluated annually based on the performance of assigned Board requirements and duties. A Director will also participate in the annual evaluation of the Board as a whole and in the evaluation of Committees of the Board.

Time commitment:

The following provides a general guide for the estimated time commitment required from Directors. This may vary by Director dependent on location, familiarity with governance and Board activities, membership of Committees of the Board etc. It is intended as a broad guide only:

- **Board meetings** may be held either face-to-face or via teleconference. Meetings are usually held in the ACN office in Canberra or Sydney. The Board meets up to six (6) times per year. These meetings are allocated up to four (4) hours. In addition the Board may attend sessions related to training, review of strategy and/or other activities during a year. These as far as possible commence prior to or following a Board meeting. When the meeting is held face-to-face, time will need to be allocated for travel. Additional time to read meeting papers prior to the Board meeting will also need to be allocated – depending on the volume of papers, the time required can be from three (3) – six (6) hours on average.
- **Committees of the Board** meet between Board meetings and are predominantly held by teleconference with limited face-to-face meetings in either Canberra or Sydney. These meetings are allocated up to two (2) hours. Committees of the Board meet between six (6) and eight (8) times per year. Additional time to read meeting papers prior to the meeting will also need to be allocated – no more than two (2) - four (4) hours on average.
- **Additional ACN activities** can vary in terms of time commitments. The President may be required to be available for one (1) to two (2) days in some weeks and none in others.

Therefore, an Elected Director who is also on at least one (1) Committee of the Board will need to be able to commit no less than two (2) days per month – excluding travel. The President will have a higher time requirement.

Rules governing the conduct of elections for the Board of Directors

*In accordance with Clause 14.6 of the Constitution the following
By-Law applies to the conduct of Elections of Elected Directors.*



BY-LAWS

Code and Number	BL.2
Title of Document	Election and Appointment By-Laws

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1 Definitions and Interpretation

1.1 Definitions

In these By-Laws, unless the context otherwise requires:

- (a) A term that is defined in the Constitution has the same meaning in these By-Laws;
- (b) **By-Laws** means these election and appointment by-laws;
- (c) **Company** means Australian College of Nursing Ltd (ACN 154 924 642);
- (d) **Constitution** means the constitution of the Company; and
- (e) **Qualifying Candidate** means a candidate for election as a director who possesses the relevant Chosen Director Attribute.

1.2 Interpretation

The interpretation provisions of the Constitution apply to these By-Laws, except with all references to the Constitution being references to these By-Laws.

2 Board Composition

Directors on the Board will be sought using principles of diversity encompassing age, gender, geographic location, skills and experience.

3 Nomination of Directors

3.1 Nomination of Directors

Directors shall be nominated, elected and appointed in accordance with clauses 14.5, 14.6 and 14.7 of the Constitution, and **clause 3.3**.

3.2 Terms

The terms of Directors shall be in accordance with clause 14.4 of the Constitution.

3.3 Nominations Process

In accordance with clause 14.5 of the Constitution, the Board resolves that the following process shall be followed for nominations for Elected Directors:

- (a) The Voting Members shall be notified of impending vacancies and asked to submit nominations;
- (b) Nominations shall be provided to the Company within the specified timeframe; and
- (c) Nominations will be validated and those that meet criteria, once the nomination is assessed by the Nominations and Selections Committee, will be given the opportunity to provide a nominee profile for inclusion in information accompanying the ballot papers.

4 Rules for the Conduct of Election of Elected Directors

4.1 Necessity for Elections

If the number of nominations received for Elected Director positions exceeds the number of positions to be filled, a ballot shall be held.

4.2 Rules

In accordance with clauses 14.5 and 14.6 of the Constitution, the following rules apply for the conduct of Elections of Elected Directors.

4.3 Timing

A sample timeline of the various requirements in the election process is set out in **Annexure A**.

4.4 Eligible Candidates for Election

Subject to clause 14.4(a) of the Constitution, all those Members who meet the criteria for Voting Members and are financial as at the date the nominations are called, provided such Members are not employees of the Company or are not previous employees of the Company who have left the Company within the previous two (2) years, shall be eligible to nominate as candidates for election.

4.5 Identification of Voting Members

Voting Members are those Members listed on the Register who meet the requirements of a Voting Member on the day the call for nomination is distributed.

4.6 Form, content and distribution of election material

Voting materials will be distributed to all financial Voting Members within the required timeframes via electronic means unless the Member does not have electronic access, whereby the information will be distributed by post. Each candidate will be provided with the opportunity to complete a nominee profile outlining the candidate's skills, qualifications, experience and general information regarding the candidate's candidacy before the conduct of the ballot. This profile, as received from the candidate, will be distributed to all Voting Members. This will be distributed electronically or where required by post. Nominees will be listed on the ballot paper in an order determined by draw from 'a hat'.

4.7 Method of Voting

Voting will be via electronic means except for those Voting Members without electronic access. In these cases, papers will be forwarded by post. Voting Members will be asked to place an "X" against each of the candidates for whom they wish to enter a vote in support, up to the total number of Directors required to be elected. Voting Members may indicate support for fewer than the total number required, but are not to indicate support for greater than the total number required.

4.8 Validating and Counting Votes

- (a) Voting papers will only be sent to those financial and eligible to vote.
- (b) The processes set out below in this **clause 4.8** are to be applied in complying with:
 - (i) **clause 4.1** above; and
 - (ii) **clauses 14.5(l), 14.5(m) and 14.5(n)** of the Constitution.
- (c) Further to **clause 2** and in order to satisfy the Company's accreditation requirements and ensure an appropriate skills mix for the Board, the Board may decide from year to year to determine different skills, qualifications, attributes and experience (**Chosen Director Attributes**) are to be prioritised in the election of nominees to vacant Elected Director positions on the Board. For example, without limitation, the Board may determine in a particular year that:
 - (i) there must be a minimum of two (2) Directors on the Board who are professors of a health discipline from a higher education provider so that they are eligible to sit on the Company's Academic Council; or
 - (ii) the Board would benefit from having an Elected Director with extensive expertise in information technology; or

- (iii) the Board would benefit from having an Elected Director with legal qualifications; or
 - (iv) the Board would be better served if it had a combination of the Chosen Director Attributes referred to above; or
 - (v) no Chosen Director Attributes are required at that time.
- (d) In order to assist the Board in achieving the diversity and skills mix referred to in **clause 4.8(c)**, the Board will determine prior to the election:
- (i) the Chosen Director Attribute(s), if any, it seeks in that election;
 - (ii) if there is more than one Chosen Director Attribute for that election, how to rank each Chosen Director Attribute;
 - (iii) how many positions need to be filled on the Board for each Chosen Director Attribute (**Number of Vacant Positions**);
- (e) If the Board requires the election of director(s) with Chosen Director Attribute(s):
- (i) the Qualifying Candidate(s) for the first ranking Chosen Director Attribute with the most votes (out of all Qualifying Candidates for that Chosen Director Attribute) will be elected in respect of all Chosen Director Attributes that the particular candidate possesses;
 - (ii) if after the election under **clause 4.8(e)(1)** there exists a second or later ranking Chosen Director Attributes then the Qualifying Candidate for each Chosen Director Attribute with the most votes will be elected until the Board has elected directors with all the Chosen Director Attributes;
- (f) If no more Chosen Director Attributes are required to be elected (that is, where a Director with the Chosen Director Attributes has already been elected) or no Chosen Director Attributes are required, (that is, when no Director with Chosen Director Attributes is sought in the relevant election) then the voting for the remaining positions on the Board will be among the remaining candidates (not already elected as holder(s) of Chosen Director Attributes) who will be counted on a 'first past the post' method.
- (g) For the purpose of clarity, one ballot can be used for the purposes of **clauses 4.8(e)** and **clause 4.8(f)**.
- (h) Voting papers received will be declared invalid in the following circumstances:
- (i) Where the Voting Member has cast votes for greater than the total number of Directors required.
 - (ii) Where rude or inappropriate language has been placed on the ballot paper or the paper has been defaced in some way.
- (i) Where Voting Members have used a tick instead of a cross, this will be counted as a valid vote, providing no other issues preclude this occurring.

4.9 Returning Officer and Duties

- (a) An external provider will conduct the ballot, unless the Board determines otherwise. The returning officer undertakes the roles and responsibilities as per clauses 14.6(e), (f),

- and (g) of the Constitution.
- (b) The Company will call for and collate nominations and notify Voting Members of both the call and the ballot. At the completion of the ballot, the returning officer will submit to the Secretary at least 24 hours before the announcement the outcome of the ballot in the form of a secured pdf document via email. This document will include the number of votes cast for each and every candidate. It will also indicate the Fellows, Members and the Enrolled Nurse who have been taken to be elected to the Board.
 - (c) The successful candidates will be notified in writing by electronic format before the announcement. Unsuccessful candidates will also be advised before the announcement.
 - (d) Nomination withdrawals will only be permitted up to one week before the ballot opens and must be in writing by the nominee or can be sent via email from the nominee to the Secretary.

5 Use of Social Media

Members are not permitted, in any circumstances, to use any official Company social media pages or official Company resources to promote themselves during elections.

6 Appointment of Independent Directors

6.1 Appointment of Independent Directors

- (a) Under clause 14.2(a)(ii) of the Constitution, the Board has the power to appoint up to two (2) Independent Directors, who shall be nominated and appointed by the Board (clause 14.7 of the Constitution).
- (b) As defined in clause 1.1 of the Constitution, 'Independent Director' means a person who is considered by the Board to be independent, having regard to clauses 14.7(b) and 14.7(c), and who holds the office of Director pursuant to clause 14.7.

6.2 Appointment Process

The following process shall be followed for the appointment of an Independent Director:

- (a) The Board shall determine the area of expertise it believes would complement that already provided by Elected Directors, and agree on selection criteria;
- (b) Applications shall be considered by a selection panel made up of at least:
 - (i) the President; and
 - (ii) the Vice-President;
- (c) Potential applicants shall be interviewed by the selection panel;
- (d) The selection panel shall make a recommendation to the Board for appointment of the preferred applicant;
- (e) The Board may accept or reject the panel's recommendation, and:
 - (i) If accepted, the applicant is offered the position and provided with an induction package and orientation session and a mentor if required about becoming a Director; and
 - (ii) If not accepted, the position shall be readvertised and the process in this **clause 6.2** repeated.

7 Appointment of External Directorships

- (a) From time to time, the Company has the ability to appoint directors of other entities, in its capacity as members of those other entities. For example, the Company can appoint Director(s) to:
 - (i) Australian Nursing and Midwifery Accreditation Council Limited; and
 - (ii) International Council of Nurses.
- (b) The Board will establish a procedure regarding how the Company appoints directors of

ities, including how appointees are to be selected, and the expectations that shall be communicated to them. These appointments may only occur through a resolution of the Board.

Developed by Mills Oakley October 2020

Responsibility for Review	Governance and Scholarships Committee
Ratification	Board
Date of Issue	October 2020
Date Last Reviewed	May 2023

Board Skills Matrix – Skills and Experience Questionnaire

Background

1. The purpose of reviewing all candidates is to maintain a Board which has the skills and experience to guide, advance and, if necessary, protect a dynamic and complex organisation for the ongoing benefits of the health of all Australians via the ACN's support, development and advancement of Nurse Education, Nurse Leaders and the ACN Membership generally.
2. The Nominations and Selection Committee of the ACN will determine which candidates have the requisite skills and experience to nominate for the elections, and as such optimise the quality, relevance, skills and experience of the ACN Board, and thus the ACN itself, and the ACN's longer term objectives.
3. The ACN needs a broad range of well-developed skills, all, or even a majority, of which are not likely to lay within one individual. Some skills are considered essential, and these are identified. Other broader desirable skills are also listed below.
4. Please note that the stated skills are only indicative. The Nominations and Selection Committee may approve someone whose specialist skills are worthwhile even without the other 'required' experience or skills. Conversely, a person technically with the requisite skills may not be approved for some other good reason. For example, if the person's presence on the Board may impair the efficiency or functionality of the Board or risk the reputation of or be damaging to the ACN.
5. In conjunction with a candidate's application, the ACN requests each candidate review the skills matrix set out below, and provide, where appropriate, the details required. Describe your qualifications and/or experience with examples of how you are able to demonstrate that you meet the criteria.
6. The ACN may conduct reference checks and/or due diligence in relation to skills and experience advised.

Importance of directors with the right qualifications

1. ACN is a large and complex organisation entrusted with the expenditure of *many* millions of dollars, the employment of a diverse range of people and is critical to the advancement of the nursing profession (including its members), and the health and wellbeing of Australians.
2. Being a director of ACN carries a significant legal responsibility to act in the best interests of the organisation and to further its charitable purposes and aims.
3. A director cannot simply represent a single region or role of the ACN. All Board directors are required to make decisions which are in the best interests of ACN as a whole, which includes accountability for all the activities of ACN and all its members.
4. Each and every director must not be disqualified, or have any reason to be disqualified, from:
 - a. managing a corporation under the *Corporations Act 2001* (Cth); or
 - b. being a responsible entity under subsection 45.20(4) of the *Australian Charities and Not-for-profits Commission Regulation 2013* (Cth).
5. Each and every director must have the ability and be prepared to:
 - a. Ensure the financial affairs of ACN are managed responsibly. That means each director must understand and be up to date with the financial affairs of ACN, to understand its financial needs, cash flows, ability to pay debts (and not to trade whilst insolvent), recognise possible problems and secure long term strength of ACN;
 - b. Ensure governance standards are maintained;
 - c. Participate actively in all matters involving the Board;
 - d. Maintain strict confidence of the affairs of the ACN;
 - e. Contribute actively to strategic planning by the Board;
 - f. Recognise risks and how to avoid or deal with them;
 - g. Bring to the Board a well-developed competence which is relevant and worthwhile for its operation.

Part 1: Essential Criteria – these criteria are considered essential.

Criteria	Description/Details of Criteria
<p>Understanding the Role of the Board</p>	<p>Examples of general and/or Board experience in overseeing an organisation’s operations and business, demonstrating an understanding of the relationship between the Board, the committees, Senior Management and the Organisation.</p>
<p>Commitment to ACN Vision (Years)</p>	<p>Evidence of engagement with and support of ACN through active membership and participation in COIs, Policy Chapters, Regions, or representation for ACN on national/international committees.</p>
<p>Governance Knowledge/Experience</p>	<p>Examples of specific roles in developing Governance guidelines or regulations, and/or monitoring governance compliance via specific Board Governance Committees. Outline your understanding and knowledge of ACNC Governance Standard 5. Indicate if you have completed a governance course offered by for example, the AICD or the Governance Institute of Australia.</p>
<p>Financial Skills</p>	<p>Examples and scale of management or Board responsibility for:</p> <ul style="list-style-type: none"> a) Revenue and/or expenditure for an organisation or part of an organisation; b) Developing and gaining approval for budgets, including revenue, expenses, and capital expenditure; c) Periodical review of performance against budget at a Board or management level.
<p>Risk Management Skills/Experience</p>	<p>Examples of specific roles in developing Risk Management matrices, and/or monitoring risks and organisational approach to risk via if possible, specific Boards or Board Committees responsible for Risk (or alternatively experience at a managerial level).</p>

Part 2: **Desirable Criteria** – significant experience and/or qualifications in at least four of these areas is required.

Criteria	Description/Details of Criteria
Strategic Planning	Outline specific roles in strategic planning for an organisation(s), including nature and level of involvement. Provide evidence of responsibility for developing and leading nursing (or health/aged care related) strategy in an organisation and/or contributing to the development of management plans to achieve strategic priorities at cost centre (departmental) level.
CEO Recruitment/Succession Planning	Provide examples of involvement in briefing employment agencies/search firms, developing position descriptions, identifying CEO candidates, assessment of CEO candidates, negotiation of employment terms and assessment of performance.
Leadership Experience/Skills	Provide examples of past or current leadership roles, particularly senior operational level experience and the scale of the department/organisation (e.g. FTE, financial responsibilities) including mention of which sector e.g. university; public, private, aged, primary/community health.
Human/Industrial Resources Experience/Skills	Provide examples of responsibility in management of staff or HR activity, including scale of organisation, FTE managed, budget.
Fundraising	Outline involvement in fundraising including planning and/or direct involvement in identifying, approaching, and raising funds from donors.
Legal Experience/Skills	ACN utilises external lawyers as needs dictate, however typically instructions are required to be given in relation to specific matters. Provide examples of involvement in instructing legal advisors and receiving and implementing/acting on their advice.
Lobbying Experience/Skills	Provide examples of lobbying experience, including the nature and standing of lobbying activities.
Marketing Experience/Skills	Detail experience in planning and implementing marketing activities. Outline your role and details about the scale of activity.

Technology/IT Skills	Provide examples of responsibility for technology and IT systems planning and or implementation and/or purchases of major capex or software acquisitions.
Industry Knowledge & Experience	Provide details of engagement in nursing in particular (positions held, responsibilities), and health care generally. Outline experience dealing with governments and/or advisors.
Education & Research Experience/Skills	Provide details of experience in education and/or research including roles (clinical educator, academic, chief investigator), national/international engagement/representation.
Business Case/Grant Writing experience	Provide examples of preparation and submission of business cases/grant proposals including your role and the result.

Instructions to nominees:

Members considering nomination for election as an Elected Director of ACN should:

- Consider the Nominations and Selection Committee Criteria to ensure it reflects and compares with their individual knowledge, skills and experience in practice and the profession;
- Indicate by ticking the appropriate box on the Elected Board Director Nomination Profile form indicating whether they meet the **Chosen Director Attribute** criteria of currently being a professor of a health discipline from a higher education provider so that they are eligible to sit on the Company's Academic Council.
- Demonstrate their ability to meet the Nominations and Selection Committee Criteria (page 18-20)
 - **Part 1: Essential Criteria** – *these criteria are considered essential.*
 - **Part 2: Desirable Criteria** – *significant experience and/or qualifications in at least four of these areas is required.*

in writing in **no more than 1,500 words** (three (3) typed A4 pages single line spacing. **This information will be treated as confidential**);

- Provide real examples in their application of the Nominations and Selection Committee Criteria that best demonstrates their capabilities against each criterion;
- Complete the Nominee Profile outlining their skills, qualifications, experience and general information regarding their candidacy in up to 250-words for use in the election documentation; and
- Provide two (2) referees to support your nomination, who ACN may contact to discuss your nomination.

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Australian College of Nursing Elected Director Nomination form

Nominations will be rendered invalid unless the nomination form is completed in full.

TO BE COMPLETED BY THE NOMINATOR (Please print all details clearly)

I, _____ the undersigned,

of, (ADDRESS)

being a Distinguished Life Fellow/General Member/Retired Fellow/Retired General Member of ACN, hereby

nominate: Name of nominee: _____ as a candidate for election to the Board of Directors of ACN.

Signature of nominator _____ **Date:** _____

TO BE COMPLETED BY THE SECONDER (Please print all details clearly)

I, _____ the undersigned,

of, (ADDRESS)

being a Distinguished Life Fellow/Fellow/General Member/Retired Fellow/Retired General Member of ACN, hereby second the above nomination.

Signature of seconder _____ **Date:** _____

TO BE COMPLETED BY THE NOMINEE

I, _____ the undersigned,

of, (ADDRESS)

being an eligible Distinguished Life Fellow/Fellow/General Member/Retired Fellow/Retired General Member of ACN, hereby accept the above nomination as a candidate for election to the Board of Directors of ACN.

Telephone: Work: _____ Home: _____ Mobile: _____

Email: _____

Signature of nominee: _____ **Date:** _____

- A Distinguished Life Fellow, Fellow, General Member, Retired Fellow or Retired General Member can only be a nominee once.
 - The nominations must be seconded by another Distinguished Life Fellow, Fellow, General Member, Retired Fellow, Retired General Member.
 - A list of the names of Distinguished Life Fellows, Fellows, General Members, Retired Fellow or Retired General Members eligible for nomination to the Board is available for inspection upon request.
 - Incomplete or incorrectly completed nomination forms will not be accepted.
- Nominations may be scanned and sent electronically to company.secretary@acn.edu.au OR faxed to 02 6282 3565 nominations may be mailed to: PO Box 219, Deakin West, ACT 2600. **The nomination MUST reach ACN no later than 5.00 pm (AEST) on Tuesday, 12 September 2023.**

Australian College of Nursing
Elected Board Director Nomination Profile form

Please complete all sections and attach a passport size photo. This profile **MUST** be returned with your nomination.

(cross out those that **do not** apply)

- DISTINGUISHED LIFE FELLOW/FELLOW/GENERAL MEMBER/RETIRED FELLOW/RETIRED GENERAL MEMBER
- REGISTERED NURSE/ENROLLED NURSE/REGISTERED MIDWIFE
- Current position: _____

Nominee Profile outlining their skills, qualifications, and general information regarding their candidacy up to 250-words for use in the election documentation:

Two (2) referees: (need not be ACN Fellows/Members but cannot be ACN employees or Directors) who ACN may contact to discuss your nomination.

Referee 1: Name: _____ Email: _____

Referee 1: Mobile: _____

Referee 2: Name: _____ Email: _____

Referee 2: Mobile: _____

I meet the ***Chosen Director Attribute*** as I am currently a professor of a health discipline from a higher education provider so that they are eligible to sit on the Company's Academic Council.

OR

I do not meet the ***Chosen Director Attribute***.

I have attached a document (up to 1,500 words – three (3) typed A4 pages single line spacing) demonstrating my ability to meet:

- (i) Essential Criteria; and
- (ii) Desirable Criteria.

As outlined on pages 17 - 21 of the ACN Election of Directors - 2023 Nominees Information Pack.

I have attached a passport size photograph.

Members are reminded that they are not permitted, in any circumstances, to use any official Company social media pages or official Company resources to promote themselves during elections.

Signature _____ Date: _____