



Board approved - 24/02/2024

## **Procedures for the Nomination and Assessment Committee**

1. The call for nominations will —
  - a. inform each potential candidate that the NAC's assessment of candidates against the Attributes Statement will be provided to GMVs;
  - b. set out any additional means of assessment (such as reference checks) that the NAC will be using for that particular assessment process;
  - c. provide a link to these procedures.
2. Nominations must meet the requirements of clause 13.3(d) of the Constitution.<sup>1</sup> For the purposes of sub-paragraph (f), the information or material required by the NAC will include:
  - a. a CV
  - b. a self-assessment against the Attributes Statement
  - c. the names of at least two referees
  - d. a signed statement by the candidate regarding their eligibility to be appointed a director under the applicable legislation of the Commonwealth
  - e. a statement from the candidate of up to 500 words summarising their main case or case or reasons for seeking appointment to the Board and their vision for AI Australia

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<sup>1</sup> Nominations for candidates for election as directors at an annual general meeting must be given by notice to the secretary and be: (i) in writing; (ii) made by a Member; (iii) supported by a Member; (iv) consented to by the nominee either in writing or personally before the election; (v) substantially in the form, and accompanied by any information or material, required by the Nomination and Assessment Committee; and (vi) made before a time specified by the Nomination and Assessment Committee in the call for nominations.

### ***Process to assess candidates***

3. The NAC will review all the material provided by a candidate, including any written referee reports.
4. If the NAC considers that a candidate is not eligible to be appointed a director under the laws of the Commonwealth, it may exclude the candidate from further consideration, but only after first informing the candidate and giving them the opportunity to provide additional relevant information, or to withdraw their candidacy.
5. Interviews will be conducted by at least two members of the NAC. Interviews may be by telephone, videoconference or pre-recorded videos using standard questions developed by the NAC. The purpose of interviews is to gather further information in order to assess candidates against the Attributes Statement.
6. The NAC—
  - a. is entitled to seek from candidates the names of additional referees;
  - b. is not entitled to seek or use as a referee anyone not named by the candidate, other than a present member of the Board.
7. The NAC is not required to seek a reference from a candidate whom it considers on the basis of all the other material available cannot sufficiently meet the minimum standards in the Attributes Statement. It must not disclose to GMVs the names of candidates whose referees have, or have not, been contacted, in cases where a candidate does not meet the minimum standards.
8. The assessment of candidates against the Attributes Statement should use all the material available to the NAC as set out above.
9. In the case of existing directors, the NAC should seek information about the directors' attendance record at Board meetings and committee meetings of which they are a member, as provided in the company's annual report.<sup>2</sup> Current year attendance may also be taken into account. The NAC should also seek general feedback from the Board Chair, and if they see fit also other members of the Board, about the performance of existing directors who are standing for reelection.

### ***Report***

10. The results of the NAC assessment will be compiled in the form of an assessment matrix against each of the attributes for each candidate, using either numerical or other values (eg low, moderate, good, advanced) according to the preference of the NAC. The assessment matrix will be based on the AIA National Board Attributes Statement in accordance with

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<sup>2</sup> This allows for non-attendance during a leave of absence not to be counted in meetings eligible to attend.

clause 16 (f) of the Amnesty International Australia Constitution. This matrix could be similar in form to the matrix used by the International Secretariat's International Nominations Committee. Definitions of each value should be included and made available to candidates with the NBAS.

11. In the case of existing directors, the assessment should also reflect the information available to the NAC under clause 9 above.

12. The NAC may also include in its report general comments regarding particular matters of a general nature that it considers that the GMVs should take into account, such as geographical spread, gaps in attributes of particular importance, and areas of diversity of concern. These comments must not be presented in a way that could be seen as favouring, or not favouring, any particular candidate.

13. The NAC will provide their assessment to GMVs at least 21 days before the AGM (clause 15.2(b)(iv) of the Constitution).

13A. The NAC will provide candidates with a reasonable opportunity to review their draft individual assessment and provide feedback for consideration by the NAC, prior to release of the NAC's assessments to GMVs. The NAC will respond to feedback from candidates on their draft individual assessment

### ***Presentation of candidates***

14. The NAC should arrange a separate videoconference at which candidates are not present and at which it answers questions regarding candidates. At that videoconference it must not disclose any information that it cannot include in its report to GMVs.

### ***Feedback to candidates***

15. Each candidate is entitled to be able to speak to a member of the NAC in order to receive confidential and constructive feedback regarding their nomination and their assessment against the Attributes Statement. That feedback must be provided without reference to the nomination of any other candidate.

### ***Review***

16. These procedures will be reviewed by the National Board and the NAC together within two months of the conclusion of each AGM