



Swan Christian
EDUCATION ASSOCIATION

Swan Christian Education Association Incorporated

Board Recruitment Committee
Draft Terms of Reference

Adopted June 2021

Contents

2.	Purpose	3
3.	Key Tasks	3
4.	Membership	3
5.	Election of Association Members to the Committee	4
6.	Election of a School Principal	5
7.	Board unity and relationship between the Board and the Committee	5
8.	Quorum	6
9.	Meetings and Frequency	6
10.	Record of Proceedings	6
11.	People in Attendance	6
12.	Committee Evaluation	6
13.	Terms of Reference Changes	6
14.	Administration	7
15.	Declarations of Interest	7

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1. Purpose

- a) The Committee is established as required by Clause 23.2(a) of the Constitution of the Swan Christian Education Association (SCEA).
- b) The purpose of the Committee is to assist the Association Members by identifying, screening and nominating candidates for election to the Board with the requisite skills, character, diversity and capacity to allow the Board to effectively and sustainably steward the responsibilities which it is given to advance the Objects of the Association.
- c) The Committee will act at all times to advance the vision and mission of the Association in accordance with its values.

2. Key Tasks

In order to achieve its purpose, the key responsibilities of the Committee are to:

- (a) Maintain a skills matrix of the Board Members, including skills and experience which are desirable on the Board and whether those skills and experiences are adequately represented among the existing Board Members;
- (b) In collaboration with the Board Chair, identify skills and experience that should be prioritised in identifying candidates for election to the Board;
- (c) Keep records of the terms of Board Members, when their terms are due to expire, and the willingness and capacity of existing Board Members to nominate for a further term;
- (d) Develop a process for assessing the value contributed by existing Board Members who may wish to nominate for a further term, so as to independently assess whether such Board Members should be nominated for a further term to the Association Members;
- (e) Identify a pipeline of possible new Board candidates both from among Association Members and from others who may be eligible for Association Membership;
- (f) Develop a plan to anticipate Board vacancies and candidates well suited to fill those vacancies, including through the input of the Board Chair, interviews with possible candidates, arranging discussions with possible candidates and the Board Chair, checking references, and assessing the contribution and likely fit of possible candidates;
- (g) Evaluate the outcomes of previous nominations and making any adjustments to the Committee's processes to continuously learn and strengthen the Board recruitment process;
- (h) Prepare materials for Association Members to support nominations for election to the Board and to ensure that the nomination and election process is informed, transparent and effective; and
- (i) Working with the Board Chair to provide elected candidates with induction materials and opportunities to secure the resources they need to be well prepared to join the Board and contribute fully and confidently.

3. Membership

- (a) The Committee shall be comprised of:
 - i. Three (3) Association Members, elected by a vote of Association Members as provided in Clause 4 below;

- ii. A Principal of a SCEA School, elected by a vote of SCEA School Principals as provided in Clause 5 below; and
 - iii. The Chief Executive Officer (CEO).
- (b) Elections for members of the Committee from SCEA School Principals and Association Members will be for a term concluding at the third Annual General Meeting after their election. No member of the Committee may serve more than two (2) consecutive terms.
 - (c) No member of the Board shall be eligible for election to the Committee.
 - (d) The members of the Committee select the Chair of the Committee for a one-(1)-year term at their first meeting after the Annual General Meeting.
 - (e) The CEO shall act as Deputy Chair of the Committee and shall perform the responsibilities of Chair in the absence of the Chair.
 - (f) A Committee Member ceases to be a member of the Committee on the earlier of:
 - i. The expiry of their term;
 - ii. The date on which they resign from the Committee by written notice given to the CEO;
 - iii. The date on which they cease to be either the CEO, a SCEA School Principal or an Association Member (as the case may be).

4. Election of Association Members to the Committee

- (a) The term of at least one (1) Association Member of the Committee shall expire at each Annual General Meeting.
- (b) At least sixty (60) days before a General Meeting or the Annual General Meeting, the CEO must send written notice to all the Association Members —
 - i. indicating how many Committee positions will be available to be filled by Association Members at the meeting,
 - ii. calling for nominations of Association Members for election to the Committee to fill the vacant position(s); and
 - iii. stating the date by which nominations must be received by the CEO, being at least twenty-eight (28) days before the meeting, to be eligible for election to the Committee.
- (c) If there is no nomination for a vacant position, the Chair of the meeting may call for nominations from the Association Members at the meeting. Association Members cannot nominate themselves. Any such nomination requires a proposer and seconder from the Association Members present at the meeting.
- (d) The Association Members at the meeting must vote in accordance with the Association's By-Law on Election Procedures to decide who is to be elected to the vacant position(s) or, in the absence of an Association By-Law covering election procedures, by a process determined by the Chairman of the General Meeting.
- (e) Association Member(s) may be elected to fill vacancies and for the initial establishment of the Committee at a General Meeting of the Association provided Clauses 4(b)– 4(d) are applied.

5. Election of a School Principal

- (a) At least sixty (60) days before the expiry of the term of the Principal elected to the Committee, the CEO must send written notice to all SCEA School Principals —
 - i. indicating that the Principal position on the Committee will become available to be filled on a particular date;
 - ii. calling for nominations of Principals for election to the Committee to fill that position;
 - iii. stating the date by which nominations must be received by the CEO to be eligible for election to the Committee.
- (b) If there is only one (1) nominee Principal by the date identified by the CEO, that nominee will be declared by the CEO to be elected to the position and all Principals shall be informed of the outcome by the CEO.
- (c) If more than one (1) Principal nominee is received by the CEO, the CEO shall arrange for a vote to be taken of all SCEA School Principals to elect the Committee member.
- (d) A member who has nominated for the position may vote for himself or herself.
- (e) If no nominee is received by the specified date, the CEO shall call a meeting of SCEA School Principals and invite nominations at that meeting. If more than one (1) nomination is received, the CEO shall conduct a vote of SCEA School Principals at that meeting.

6. Board unity and relationship between the Board and the Committee

- (a) In approving these Terms of Reference and in establishing the Committee, the Board places great significance on its responsibility of stewardship, and the need for every effort to be taken to preserve the unity of the Spirit among Board Members through the bond of peace. The Committee has a central role to play in supporting that effort.
- (b) The relationship between the Board Chair and the Committee Chair is important in contributing to the Board's capacity to act in unity in stewarding its responsibilities, and both shall give priority to the strength of that relationship. The Board Chair shall make every effort to provide the Committee Chair with the resources needed by the Committee to support the work of the Board, including access to Board Members' time and honest perspectives. The Committee Chair shall be honest and transparent with the Board Chair about any concerns emerging in the Committee or between the Committee and the Board, which may generate relational tension in the Board.
- (c) The Committee shall give the Board at least twenty-eight (28) days' notice of its proposed nominations before they are due to be provided to Association Members. There shall then be an opportunity for any Board concerns to be raised with the Committee, so that the Committee can take those concerns into account prior to finalising its nominations.
- (d) If the Board, by unanimous resolution, opposes one (1) or more nominations proposed by the Committee, the Committee shall meet with the Board to discuss the relevant nominations.
- (e) If the Board maintains its opposition to a nomination, it may provide the grounds for its objection in writing to the Committee and the Committee will be required to

present this objection to the Association Members at the meeting prior to a vote being undertaken.

- (f) Any Board Member whose term expires in the relevant year shall be regarded as having a conflict of interest and shall play no part in the discussions and deliberations referred to in this clause, other than receiving notice of the Committee's proposed nominations.

7. Quorum

A quorum for meetings is half + one (1) of current Committee Members but must have no less than two (2) Association Members.

8. Meetings and Frequency

- (a) The Committee shall meet no less than three (3) times a year at times, dates and locations to be determined by the Committee.
- (b) The Chair will liaise with the CEO to ensure meeting frequency, venues and resources are allocated.

9. Record of Proceedings

- (a) Minutes of proceedings shall be kept of all meetings of the Committee.
- (b) Minutes shall be subject to confirmation at the next succeeding meeting or by circular resolution.
- (c) Committee meeting minutes will be included in the next Board Pack.
- (d) Given the risk of damage to individual reputations and relationships if Committee deliberations were to be disclosed outside of the Committee (other than as expressly provided for in these Terms of Reference), Members shall keep the subject of Committee discussions strictly confidential.

10. People in Attendance

Other persons involved or interested in the Association, its programmes or stakeholders, from time to time, may be invited at the discretion of the Chair of the Committee to bring their knowledge and experience to the Committee meetings to assist in the deliberations of the Committee.

11. Committee Evaluation

The Committee shall report to the Board annually on its effectiveness, and shall decide the form of evaluation provided that it includes inviting the perspective of the Board Members.

12. Terms of Reference Changes

The Board may make changes to these Terms of Reference at any time by resolution after having taken into account any views of the Committee. The Board shall inform the Committee Chair promptly and the Association Members in writing of any such change at least ten (10) working days before the next meeting of Association Members.

13. Administration

- (a) Agendas and Committee papers shall be circulated via email at least five (5) working days before each meeting.
- (b) All correspondence and agenda/minutes shall be circulated electronically.
- (c) Draft minutes shall be available no more than ten (10) working days after the meeting.
- (d) Action items shall be documented and available together with meeting minutes.
- (e) Decisions by the Committee to nominate candidates to the Association Members for election to the Board shall be by Special Resolution (requiring a seventy-five per cent (75%) majority).

14. Declarations of Interest

- (a) Committee Members will provide written declarations to the CEO declaring any potential conflict of interest that would preclude them from being members of the Committee.
- (b) Committee Members must declare any conflicts of interest at the start of each meeting or before discussion of the relevant agenda item or topic. Details of any conflicts of interest, including any personal or professional relationships with any candidates being considered, should be appropriately minuted.
- (c) Where members or observers at Committee meetings are deemed to have a real or perceived conflict of interest, it may be appropriate that they are excused from Committee deliberations on the issue where a conflict of interest exists at the absolute discretion of the Committee.
- (d) No Committee Member shall be nominated by the Committee to fill a vacancy on the Board.