

Selection and Appointment of Directors Policy

Location	Operations NSW/ACT/VIC
Policy Type	Social Housing Policy
Version	7.0
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National Regulatory Code	Performance Outcome 5 – Probity

1. Purpose

- 1.1 The Board of Argyle Community Housing Ltd (Argyle Housing or the Company) has established this Selection and Appointment of Directors Policy to document the:
- process for the selection and appointment of directors to the Board of Argyle Housing (Board);
 - use of a board skills matrix to identify desired skills, qualifications, expertise, and background of the Board as a whole to facilitate the selection of individual directors against key selection criteria which will respond to the changing needs of the Board and the Company; and
 - importance of personal characteristics, competencies, and other attributes relevant to a specific recruitment.

2. Overview

- 2.1 Those seeking to become a director of Argyle Housing must possess the highest ethical standards, personal integrity and a sense of duty and commitment to serving the interests of the organisation and its clients.
- 2.2 Additionally, to maximise their effectiveness, the Board of Directors will share the following characteristics: relevant skills and experience, financial literacy, competence in a specialised area, sound, independent judgement and a broad perspective, courage to ask critical and searching questions and have respect for fellow directors.
- 2.3 In addition, the Board should consist of members with an appropriate mix of skills, diversity, lived experience, gender, gender identity, cultural background, age, sexual orientation, disability or ethnicity to enable the Board to be an effective decision-making body.
- 2.4 All directors must possess the character, diligence, honesty, impartiality, integrity and judgement to perform their duties. When evaluating nominations, consideration will be given to board diversity, experience, and skills of the Board as whole.

3. Introduction

- 3.1 The responsibility for the selection and recommendation to the Board of potential directors has been delegated to the Nominations, Remuneration and Governance Committee (the **NRGC**) which shall periodically (at least annually) review the selection criteria of the Board to ensure that the Board has

at all times the mix of members and expertise necessary for the successful oversight of the Company's business and the delivery of value to stakeholders

4. Procedure for the Selection and Appointment of new Directors

4.1 The NRCG shall:

- a) assess the current Board's competencies, skills and qualities;
- b) give consideration to the experience regarded as important to be represented on the Board, namely:
 - i) experience as a director;
 - ii) experience as an Executive reporting to a Board;
 - iii) relevant business experience;
 - iv) Community Housing sector experience;
 - v) financial experience;
 - vi) legal and regulatory experience;
 - vii) property project management, property executive or property investment experience;
 - viii) cyber resilience experience; and
 - ix) corporate governance and risk management experience;
- c) assess the future needs of the Company;
- d) develop a range of selection criteria for potential Board candidate(s) in a board skills matrix, which may include, among other things, knowledge, experience, skills, qualifications, competencies and expertise
- e) identify other key selection criteria including personal characteristics and attributes not limited to integrity, diversity, ability to make independent analytical inquiries, understanding of the Company's business environment, and willingness to devote adequate time and effort to the duties of the Board;
- f) identify and choose additional or alternative criteria relevant for a specific recruitment, for example, the business network or geographic location of the communities that director candidates offer or work/live within;
- g) consider recommendations from management and others as it deems appropriate;
- h) use, if considered desirable, the services of an independent executive search firm to assess the appropriateness of candidates and/or to provide or supplement the candidate list;
- i) meet with and evaluate the final potential candidates and in particular determine the extent to which potential Board candidates are:
 - i) likely to work constructively with the existing Directors;
 - ii) contribute to the overall effectiveness of the Board; and
 - iii) safeguard the interests of the Company and avoid conflicts of interest;

- j) consider the suitability of potential Board candidates' appointment to Board committees;
- k) advise potential Board candidates of the Company's policy regarding its expectations of directors to ensure that candidates are fully informed of such expectations including regulatory and compliance requirements; and
- l) provide the Board with a list of potential Board candidates and a recommendation.

4.2 The NRCG shall consider supporting people to commence their career as a director including candidates without prior board experience. The NRCG may recommend for approval by the Board candidates who will be invited to attend all board meetings as an Observer.

5. Procedure for the Re-Appointment of incumbent Directors

5.1 The Company's Constitution provides that:

- a) directors shall hold office for a period of three (3) years after which they must resign in accordance with clause 19.12 unless that director is reappointed by Members at the general meeting in accordance with the Constitution or otherwise in accordance with clause 19. A director who is required to retire under this clause retains office until dissolution or adjournment of the meeting at which the retiring director retires. For the avoidance of doubt, a retiring director is eligible for re-election;
- b) a director must be a member (or a Corporate Representative of an organisation Member) or be admitted as a Member at the AGM following his or her appointment as a director, in accordance with clause 19.2;
- c) the Company may by resolution at a general meeting appoint a person as a director, in accordance with clause 19.4;
- d) each director appointed as a casual appointment in accordance with clause 19.5 of the Constitution is required to stand for election at the next general meeting of members following their appointment; and
- e) any member of the Board appointed to replace a vacating director shall hold office until the expiry of the term for which such director vacating the Board would have ordinarily served as a member of the Board.

6. APPROVED AND ADOPTED

6.1 This Policy was approved and adopted by the Board on 28 May 2024

Version Control

Version No.	Review Date	Author	Position	Next Review Date
1.0	2014	Company Secretary	Review	26 August 2014
2.0	July 2016	Company Secretary	Review	30 August 2016

