Guidelines for the Process of Election and Appointment of Directors

The Constitution provides that:

"13. **MEMBERSHIP OF THE BOARD**

1) The Board shall consist of:-

   a) nine (9) elected members, and

   b) three (3) appointed members.

2) The elected members shall be elected by postal ballot in accordance with rule 14. The appointed members shall be appointed by the Board in accordance with rules 14 (9) and (10).

3) Each member of the Board shall, subject to these rules, hold office until the conclusion of the third annual general meeting following the meeting at which the member’s election or appointment is announced, but is eligible for re-election or reappointment

4) Three (3) elected members and one (1) appointed member of the Board must retire at each annual general meeting of the Association. The Board members to retire in any year must be those who have been longest in office since their last election or appointment. The order of retirement of elected members who became Board members on the same day must be determined by the number of votes they received when elected. The order for retirement shall be the person with the least number of votes shall retire first. The order of retirement of appointed members who became Board members on the same day must be determined by the Board at the time of appointment."

**ELECTED MEMBERS**

In each year from the completion of the AGM in 2007, three elected members will retire and one appointed member will retire. As no formal voting process occurred in 2007, there was a drawing of lots at the first board meeting after the AGM to establish the order of retirement of the nine board members elected in 2007 over the next three years. The first three of those board members names drawn will retire at the 2008 AGM. The second three will retire at the 2009 AGM and the last three will retire at the 2010 AGM. From the year 2010 on, the names of those to retire will occur in accordance with the provisions of clause 13, sub clause 4.

Nominations will then be called by circulating to all full member organizations a nomination form in the format set out in Attachment 1. That form must be signed by a duly authorized member of the Management Committee or, in the case of member organizations under the control of other bodies, by a properly authorized person acting on behalf of the member organization and by the nominee. It must be accompanied on its return to the Secretary of the Association by the names and contact details of three
referees in a position to attest to the candidates ability to meet the criteria for board membership specified in the nomination form.

The nomination forms, upon their return to the Secretary of the Association within the time specified, will be forwarded to the Independent Committee appointed pursuant to the policies and guidelines in force at the time that set out the criteria for determining the eligibility of nominees to stand for board election.

That committee shall provide a report to the CEO that is set out in those policies and guidelines. The CEO shall then furnish it to the board. The Board shall consider the recommendations of that committee and shall determine, in accordance with the provisions of the Constitution, the names that are to go forward into the election process. Where there are more valid nominations than Board positions to be filled then the Board shall, at the same meeting as the determination is made as to the valid nominations, appoint a Returning Officer and provide the valid nominations to the Returning Officer.

The matters taken into account by the independent committee and the results of their enquiries undertaken in performing their role, are confidential to that committee and shall not be disclosed, unless required by law to do so.

At that point the Returning officer will undertake the functions set out in clause 14, sub-clauses 5 and 6 of the Constitution. The Returning Officer will then inform the AGM of the Association of the outcome of the ballot.

Where there are only the number of valid nominations that is equivalent to the number of positions to be filled the provisions of Clause 14, sub clause 3 of the Constitution will apply and those nominated will be declared by the Board to be elected.

Where there are insufficient valid nominations to fill the available positions then the provisions of Clause 14, sub clause 2 of the Constitution will apply and any unfilled positions filled as casual vacancies.

As soon as possible after the determination by the Board of the valid nominations the outcome of the unsuccessful nominations made by member organizations shall be advised to the nominating organization. No advice will be provided direct to the nominee, nor will any correspondence be entered into with the nominee regarding the nomination. Correspondence on the matter will be confined to the nominating organizations.

**APPOINTED MEMBERS**

At the first board meeting after the 2007 AGM lots were drawn to determine the order in which the three appointed members would stand down at the AGM's in 2008, 2009 and 2010. The order of retirement of those appointed members who are appointed on the same day must be determined by the Board in accordance with the provisions of clause 13, sub clause 4. In subsequent years the further provisions of clause 13, sub clause 4 of the constitution will apply.
CRITERIA TO BE MET BY NOMINEES FOR MEMBERSHIP OF THE ASSOCIATION BOARD

The 2007 Annual General Meeting of the Association passed a resolution that enabled guidelines and policies to be adopted that would encompass the setting by the board of criteria that nominees for election or appointment to the board must meet for their nomination or appointment to proceed. In pursuance of the grant of these powers to the board the following criteria have been developed.

That the person nominated:

1. Has the balance and maturity of judgement to understand the requirements of the role of board member and to make a positive contribution to the work of the board.

2. Can demonstrate a history of co-operative working with others to set and achieve shared goals and objectives.

3. Can bring a history of the successful exercise of any of the following skills: financial, legal, management, food safety, and food production or governance skills.

4. Can ensure that, in their governance role, they can identify and eliminate the potential for conflicts of interest between the interests of their own organization and those of the Association.

5. Has sufficient time to attend to Association Meetings and make an ongoing contribution to Association Business.

6. Demonstrates a clear understanding of the role of the Board, and the way effective relationships between the Board, staff and services are built and maintained.

REFERENCE CHECKING PROCESS

All nominations that are received by the due date will be made on the approved form and shall include the names and contact details of three referees who have agreed to be contacted on behalf of the Committee. Each of those referees will be asked the same set of questions regarding the criteria set out above. They will be advised that notes will be made of their responses and that these notes will be used to assist the committee to make recommendations to the Association board as to which names will go forward to the election or appointment process.

A list of possible questions that should be addressed to the referees is attached as a form that should be completed by the committee after discussion with each referee. These forms would be treated as documents confidential to the committee process and their contents would not be revealed without the prior written consent of the referee.