



COMMONWEALTH GAMES AUSTRALIA

APPOINTED DIRECTOR INFORMATION

As approved by CGA's Members at the Special General Meeting on 25 August 2018, a new CGA Constitution will come into effect at the 2018 AGM on 17 November, and CGA will become a company limited by guarantee. As per Part 26.2 of this new CGA Constitution, first elections will be held for seven (7) Director positions at the CGA AGM to establish the new Board, then two (2) Directors will be appointed by the new Board on recommendation from the transitional Nominations Committee.

GENERAL INFORMATION

The new CGA Board comprises of seven (7) elected directors (including the President) and two (2) appointed Directors. The first elections will be held for the new Board at the November AGM and the elected Directors will take office as soon as they are elected.

The following seven (7) positions will be elected at the November 2018 AGM:

- President 4 year term
- Director x 2 4 Year term
- Director x 2 2 Year term
- Director x 2 1 Year term

Each term thereafter will be four (4) years. Candidates for election must be nominated by a Member.

The new CGA Constitution can be found here:

<http://commonwealthgames.com.au/wp-content/uploads/CGA-Constitution-2018-effective-17-Nov-2018.pdf>

Parallel to this process, CGA, through its transitional Nominations Committee, is advertising for the two appointed Director positions. Applications will be accepted on the attached form until Tuesday 30 October 2018. The Nominations Committee will then shortlist candidates for recommendation to the new Board at their first meeting scheduled for Friday 7 December.

The successful candidates will be required to attend Board meetings from early 2019 which will include a formal induction at the first meeting.

AUSTRALIAN COMMONWEALTH GAMES FOUNDATION

The current Memorandum & Articles of Association for the Australian Commonwealth Games Foundation (ACGF) states that its Directors are the Directors of the ACGA Board of Management. Whilst the ACGA (trading as CGA) transitions to a company limited by guarantee under a new constitution, it is deemed that any Director elected to the new Board of CGA will also be a Director of the ACGF as is current practice.

The ACGF's governing documentation will be reviewed in 2019 as the second phase of the governance review.

GUIDELINES FOR COMPLETING THE APPOINTED DIRECTOR APPLICATION FORM

1. Candidate Details – complete all personal details, including date of birth and place of birth. This is required for the ASIC registration should the nominee be successful in being elected.
2. Key Selection Criteria - Each candidate must nominate their top three fields of expertise by numbering the relevant boxes from 1 to 3, with 1 being your most expert skill on the accompanying Appointed Director

Application Form. Candidates must then complete the three questions in the boxes provided in less than 100 words or less:

- Why are you applying to join the Board of CGA?
 - If you are successful in being appointed to the Board of CGA, how will you add value to the organisation?
 - If you are successful in being appointed, what would you want to be recognised for during your time on the Board?
3. Referees – All candidates must nominate two referees and provide contact details should the Nominations Committee wish to contact them as part of the shortlisting process.
4. Candidate Statement – Candidates must confirm their eligibility for election as a Director of CGA, as per Part 9.3 of the new CGA Constitution. A person may not hold office if they:
- i. Are an employee of CGA, a State Division, a Program Sport Member or an Associate Member; or
 - ii. Have been CEO of CGA at any time within the last three years

If appointed as a Director whilst holding any of the positions above, a candidate must immediately resign from the position in order to become a CGA Director.

5. Declaration & Consent – In accordance with the Corporations Act (2001), the candidate is required to provide consent to being a Director of the Company if elected. The candidate also acknowledges that if elected, duties will be discharged according to the Corporations Act.

By signing the form, the nominee acknowledges that:

- The CGA Constitution and Ethical Behaviour By-Law are understood and will be adhered to;
- If appointed as a Director, their term will be up to two years;
- For the purposes of Directors & Officers insurance, there are no current or pending claims against the nominee as a Director or Officer of any entity; and
- The nominee has not been prosecuted under any international, federal, state or local law.

Should there be any instances that require reporting, the candidate must provide the details in the box provided on the form. Any conflicts of interest should also be declared.

Please note that once appointed, all Directors will also be required to sign a Code of Conduct and undertake a formal induction.

- **A two-page (maximum) CV** is to also be attached to the application form to provide a summary of the nominee's experience, particularly in Board roles. It should also address the "Key Selection Criteria" in the Role Description.

FURTHER INFORMATION

It is anticipated that the CGA Board will meet 3-4 times per year, with a meeting schedule to be confirmed by the new Board. The ACGF Board meets at the same time. The AGM is generally scheduled for the second or third Saturday in November.

Additional CGA Board sub-committees are currently Finance & Audit and Nominations. Memberships of these sub-committees will be reviewed following the formation of the new Board to ensure membership requirements continue to be met as per their respective Charters and new Board Directors may have the opportunity to sit on these committees.

Directors & Officers insurance is provided by CGA for all Directors.

For any questions on the application process or CGA, please contact:

Craig Phillips or Dianne O'Neill - recruitment@commonwealthgames.com.au or (03) 9453 9300





COMMONWEALTH GAMES AUSTRALIA

ROLE DESCRIPTION APPOINTED DIRECTOR

Commonwealth Games Australia (CGA) has recently completed a Governance review as part of its 2016 – 2022 Strategic Plan. At a Special General Meeting held on 25 August 2018, a new Constitution was approved by members that will come into effect at the AGM on 17 November 2018. CGA will become a company limited by guarantee and a new Board (a President plus six (6) Directors) will be elected at this AGM. Two (2) Directors will then be appointed by the new Board in accordance with the new Constitution and on recommendation from the CGA Nominations Committee.

ABOUT COMMONWEALTH GAMES AUSTRALIA

CGA is the national body responsible for Australia's successful participation in the Commonwealth Games and the Commonwealth Youth Games. Our role is to administer, control and coordinate the participation of program sports and their respective athletes and officials in the Commonwealth Games. CGA is a member of the international Commonwealth Games Federation (CGF) and promotes the Commonwealth Games movement in Australia.

We are a member-based not-for-profit organisation. Our members are the National Sporting Organisations representing the sports participating in the next Commonwealth Games, along with six state divisions. CGA is an independent body and receives no Federal Government funding.

Our vision is to inspire and unite all Australians through the pursuit of sporting excellence. This vision is supported by our mission to champion Australia through sport by being the number one nation in the Commonwealth and by connecting meaningfully with all Australians. We strive to deliver our vision and mission with dynamic leadership and innovation while demonstrating values of inclusiveness, integrity, respect and excellence.

CGA works collaboratively with its member sports, stakeholders and other high performance system partners to support Australia's athletes in the pursuit of their sporting dreams. We are committed to accurately identifying the specific needs of our members, partners and stakeholders and to developing/delivering systems, programs and support designed to specifically meet these needs.

CGA is governed by a Board of Directors which delegates the day-to-day operations of the organisation to a professional staff of eight, led by its Chief Executive Officer. The Board is assisted by sub committees including a Finance & Audit Committee and Nominations Committee.

Please refer to the CGA website to view our Strategic Plan and annual reports.

KEY RESPONSIBILITIES

The Board's primary role is one of trusteeship on behalf of members and stakeholders, ensuring that CGA remains viable and relevant in the present and into the future. Directors are therefore expected to make decisions for the betterment of CGA and sport as a whole and not on behalf of a member.

As per Part 10.1 of the CGA Constitution coming into effect on 17 November 2018, the Powers of the Board are as follows:

"The Board shall have sole charge of all affairs of CGA and the Board shall appoint and dismiss the CEO and shall have all powers given to it under Part 2.2 of this Constitution and under the Act, and also the power to do all such things as may appear to the Board to be necessary for the efficient management of CGA and the administration of its affairs. The Board may delegate to the CEO the power (subject to such reservations on the power as are decided by the Board) to manage the affairs of CGA in accordance with Part 13.2 of this Constitution".

This incorporates:

- setting the goals and strategic direction of CGA;
- monitoring the implementation and evaluation of the strategic plan;
- determining policies relevant to the effective governance and performance management of the organisation;
- monitoring risk and maintaining a robust risk management framework;
- approving the annual budget and overseeing financial delegations;
- ensuring ongoing financial viability;
- establishing and determining the powers of Board committees;
- regular Director, President and Board performance evaluation;
- ensuring compliance with legal requirements, codes of conduct and appropriate standards of behaviour; and
- the creation of awards

KEY RELATIONSHIPS

- Board of Directors
- CGA CEO and staff
- CGA Members
- Commonwealth Games Federation
- Federal and State Governments

KEY SELECTION CRITERIA

CGA is seeking to appoint two Directors with demonstrated skills and experience in one or more of the following disciplines:

- National or International level sports industry experience
- Business management
- Law
- Accounting and Finance
- Risk management
- Media
- Governance and Company Directorships
- Marketing, sponsorship and community engagement
- Government relations

Qualifications and Knowledge:

- Tertiary qualifications (or higher) or significant experience in business, sports management or other relevant field
- Understanding of the not-for-profit industry
- Understanding of the Australian sports system
- AICD qualification will be highly regarded

CONDITIONS

Appointed Director positions are currently voluntary and do not attract an honorarium, however in light of the new Board structure, this may be reviewed.

Any travel and accommodation required for CGA activities will be arranged and paid by CGA.

The CGA Board has traditionally met 3-4 times per year. A meetings schedule will be finalised by the new Board once elected. All meetings will be held at the CGA office in South Melbourne.

Appointed Directors will be appointed up to a maximum of 2 years. Appointed Directors may be reappointed at the conclusion of their term and serve a maximum 12 years in office in total as an appointed or elected Director.

- The accompanying application form must be fully completed and signed in order to submit your expression of interest **by 5.00pm Tuesday 30 October 2018** to: recruitment@commonwealthgames.com.au. It is to be accompanied by a two page (maximum) CV.



COMMONWEALTH GAMES AUSTRALIA

APPOINTED DIRECTOR APPLICATION

1. CANDIDATE DETAILS

Name:

Address:

Phone No: **Email:**

Date of Birth: **Place:**

2. KEY SELECTION CRITERIA

Please nominate your top 3 fields of expertise, and number the relevant boxes from 1 to 3, with 1 being your most expert skill:

- National/International level sports industry experience
- Business Management
- Law
- Accounting and finance
- Risk Management
- Media
- Governance & Company Directorships
- Marketing, sponsorship and community engagement
- Government relations

Please also answer each of the following questions in 100 words or less:

Why are you applying to join the Board of CGA?

If you are successful in being appointed to the Board of CGA, how will you add value to the organisation?

If you are successful in being appointed, what would you want to be recognised for during your time on the Board?

3. REFEREES

Please nominate two referees:

Name:

Name:

Title/Org:

Title/Org:

Phone no:

Phone no:

4. CANDIDATE STATEMENT

By signing this form, I confirm that I am eligible for appointment as a Director of the company **Commonwealth Games Australia Ltd** (CGA) in accordance with Part 9.3 of the CGA Constitution for a company limited by guarantee, effective date 17 November 2018.

5. DECLARATIONS AND CONSENT:

By signing below, I :

- Consent to act as a Director of CGA Ltd if elected, which is a company limited by guarantee under the Corporations Act 2001. I will exercise my powers and discharge my duties:
 - With the degree of care and diligence of a reasonable person (s 180)
 - In good faith in the best interests of the corporation and for a proper purpose (s 181)
 - With no improper use of my position (s 182)
 - With no improper use of any information (ss 183-184)
- Acknowledge that I have read, understood and agree to adhere to CGA's Constitution (effective date 17 November 2018), Ethical Behaviour By-Law and any other relevant CGA By-Laws and policies.
- Acknowledge that if I am appointed as a Director that the term could be either one or two years.
- Declare that there are no current or pending claims against me as a Director or Officer of any entity, nor am I aware of any circumstances which may give rise to a claim against me in my capacity as a Director or Officer. If there are any pending claims, the details are provided in the box below.
- Declare that I have not been prosecuted under any law, international, federal, state or local, particularly under any Corporations Law or Trade Practices Act. If I have been prosecuted, I will provide the details in the box below.
- Hereby declare any potential or perceived conflicts of interest:

.....
Signature of Nominee

.....
Date

ALL APPLICATION FORMS MUST BE SUBMITTED TO:

Mr Craig Phillips
CEO
recruitment@commonwealthgames.com.au

Including:

- This form, with all sections completed and signed where indicated
- A two page CV

by 5.00pm AEDT Tuesday 30 October 2018.

Please note that phone interviews may be conducted by members of the CGA Nominations Committee during the selection process. This will occur during the week of 19 November 2018.