

MEMORANDUM



To: Directors
National Sporting Organisations for Program Sports
National Sporting Organisations for Associate Members
State Divisions
Life Members

From: Craig Phillips, Chief Executive Officer & Joint Company Secretary

Date: 29 September 2020

Subject: 2020 ANNUAL GENERAL MEETING – CALL FOR NOMINATIONS

Further to previous correspondence notifying of the Commonwealth Games Australia Limited (CGA) Annual General Meeting (AGM) sent via email on Monday 14 September and in accordance with Parts 9.2, 9.5, 9.6 and 9.8 of the CGA Constitution, nominations are hereby called for two Director positions.

Mr David Mandel and Ms Marlene Elliott will have each served a two (2) year term and, in accordance with Part 9.2 (a) (iii) of the Constitution, are deemed to be retiring Directors. They are eligible to be nominated for re-election.

Please find attached the CGA 2020 AGM Nomination pack which includes:

- General information regarding the elections to be held at the upcoming CGA AGM via video conference on 14 November at 10.00am
- Role Description for Director
- Director Nomination form

For candidates seeking election, the nomination form must be completed and submitted to CGA with no more than a three page CV to recruitment@commonwealthgames.com.au by **5.00pm AEDT on Wednesday 14 October, 2020**. The nomination form can be filled out on computer or by printing and hand-writing.

Please note that late nominations or unsigned, incorrectly completed forms will not be accepted.

If you have any questions regarding the nomination process or the forms, please do not hesitate to contact myself or Dianne O'Neill on (03) 9453 9300 or by email to the above email address.

Yours Sincerely

Craig Phillips
CEO & Joint Company Secretary





COMMONWEALTH GAMES AUSTRALIA

ELECTION NOMINATION INFORMATION

As per Parts 9.2, 9.5, 9.6 and 9.8 of the Commonwealth Games Australia Limited (CGA) Constitution, elections will be held for two (2) Director positions at the upcoming CGA Annual General Meeting (AGM).

GENERAL INFORMATION

CGA AGM : Saturday 14 November, 10.00am
Via Video Conference

In accordance with Part 9.2 "Rotation of Directors" of the CGA constitution, two (2) Directors were elected at the first AGM of CGA Limited in 2018 for a term of two (2) years each to ensure the staggered retirement of Directors in the future.

At the 2020 AGM, Mr David Mandel and Ms Marlene Elliott will have each served a two (2) year term in accordance with Part 9.2 (a) (iii) of the constitution, and as such are deemed to be retiring Directors. They are eligible to be nominated for re-election.

As a result of the above, nominations are hereby called for two (2) Directors.

The successful candidates will serve a four year and six month term pursuant to Part 9.3 (b) (iii) of CGA's constitution.

Should more than two (2) nominations be received, an election will be held for each position by exhaustive ballot as per Part 7.14 of CGA's constitution.

Please refer to the CGA constitution on the CGA website if required:

<https://commonwealthgames.com.au/wp-content/uploads/CGA-Ltd-Constitution-effective-16-Nov-2019-1.pdf>

To nominate for election, the following must be fully completed and submitted to the CGA Company Secretary **by 5.00pm (AEDT) Wednesday 14 October 2020**, by mail or email (as per the form):

- Director Nomination Form – must be fully completed and signed by the nominee and an authorised representative of the nominating Member to be accepted
- CV (3 page maximum) which includes a summary addressing the criteria outlined below

The successful nominees will be required to attend the Board's next meeting which is scheduled for Friday 11 December at the CGA office in South Melbourne. The Board meeting may be held via video conference if a physical meeting is not possible. An induction will be provided for any new Director/s and travel will be arranged by CGA.

DIRECTOR CRITERIA

The following skills and experience in one or more of the areas below should be able to be demonstrated by nominees in a maximum three-page CV:



- Digital Marketing and Branding
- Media
- Accounting and Finance
- Investment Management
- Sport Industry and NFP including high performance, community sport, participation and events
- Governance and Board Directors' Duties & Responsibilities
- Legal
- Government and Public sector relations
- Commercial management including contract negotiation, sponsorship, private sector/corporate relations
- Human Resources management
- International Sports Federations
- Risk management
- Strategic and Strategic Planning implementation

Nominees are to address their expertise in each of the above areas on one page of the CV.

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

GUIDELINES FOR COMPLETING THE DIRECTOR NOMINATION FORM

1. Nominee Details – complete all personal details, including date of birth and place of birth. This is required for ASIC registration should the nominee be successful in being elected.
2. Nominating Member Details – As per Part 9.5 (a) of the Constitution, only Members can nominate candidates for election to the CGA Board. It is therefore required that an authorised representative of the nominating Member complete this section of the form to verify the nomination and sign where indicated. A short statement is required from the Member to support the nomination. This should include the nominee's connection with the Member, how long they have been associated and any other relevant information to support the nomination. The Member must duly authorise the representative to provide the nomination on its behalf.
3. Nominee Statement – By signing the form, the nominee confirms their eligibility for election as a Director of CGA, as per Part 9.4 of the 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 elected as a Director whilst holding any of the positions above, the nominee must immediately resign from the position in order to become a CGA Director.

4. Declarations & Consent – In accordance with the *Corporations Act 2001 (Cth)*, the nominee is required to provide consent to being a Director of the Company if elected. The nominee 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 elected as a Director, their term will be four (4) years and six (6) months;
- 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 nominee must provide the details in the box provided on the form. Any conflicts of interest should also be declared in the box.

Please note that once elected, Directors are required to sign a Code of Conduct.

- **A three-page (maximum) CV** is to also be attached to the nomination form to provide a summary of the nominee's experience, particularly in Board roles. It should also address each of the "Director Criteria" listed above and include a short response to each of the following :
 - Why are you seeking election to the Board of CGA?
 - If you are elected, how will you add value to CGA?
 - If you are elected, what would you want to be recognised for during your time on the Board?

The nominee's CV and the statement of support from the nominating Member will be distributed to all voting delegates with the papers for the meeting by Friday 23 October 2020.

ELECTION PROCESS

If an election is required, a summary of the candidates validly nominated by Members (including the nominating Member, statement of support and any disclosed conflicts of interest) and their CVs will be distributed to all voting delegates. Personal information will not be distributed.

Each of the candidates for election will be given the opportunity to make a two (2) minute address to the AGM prior to the election process commencing. The order of the addresses by candidates will be determined by a random draw conducted by the joint Company Secretaries. Candidates will be advised of the presentation order prior to the AGM.

Voting delegates will be issued with a CGA AGM portal login and password for online voting. Voting will be conducted online by exhaustive ballot, one position at a time. Please refer to Part 7.14 of the CGA constitution for the exhaustive ballot process.

Members are entitled to vote as per Part 4.4 of the CGA constitution, with two (2) votes for each Program Sport Member (current maximum 42 votes) and one (1) vote for each State Division Member (maximum 6 votes). Delegates must be logged into the CGA AGM portal with their individual login and password to exercise their vote. Members will be contacted directly to register their voting delegates.

AUSTRALIAN COMMONWEALTH GAMES FOUNDATION

The Australian Commonwealth Games Foundation Limited (ACGF) is trustee of the Australian Commonwealth Games Foundation Trust which manages the assets and investments of the group.

The current Constitution for the ACGF states that its Directors are the Directors of CGA. As such, the successful candidates elected to the Board of CGA will also become Directors of the ACGF.

FURTHER INFORMATION

The CGA Board meets 4-5 times per year, with a meeting schedule for 2021 yet to be confirmed. The ACGF Board meets at the same time. Following the November 2020 AGM, all subsequent AGMs will be held in May. The date of the 2021 May AGM is yet to be confirmed.

Additional CGA Board sub-committees are currently Finance & Audit, Nominations & Remuneration, Brand & Marketing and Heritage & Awards. There is also an Investment Committee for the ACGF. Memberships of these sub-committees will be reviewed following the AGM and successful candidates may have the opportunity to join these sub-committees if a position becomes available. The committee term of office would align with the candidate's term on the CGA Board.

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

Due to current Australia Post mail delivery delays, it is highly recommended that Director Nomination Forms and accompanying CVs are submitted via email to ensure they are received by 5.00pm AEDT on Wednesday 14 October.

For any questions on the nomination process, elections or CGA AGM, please contact one of the joint Company Secretaries:

Craig Phillips craig.phillips@commonwealthgames.com.au (03) 9453 9300

OR

Dianne O'Neill dianne.oneill@commonwealthgames.com.au (03) 9453 9300



COMMONWEALTH GAMES AUSTRALIA

ROLE DESCRIPTION – DIRECTOR

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 strategic plan for 2019 - 2026 embodies a vision for pursuing sporting excellence and connecting with communities. We strive to deliver our vision 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 the Finance & Audit, Nominations & Remuneration, Brand and Marketing and Heritage and Awards.

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, 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 President, Director 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

In nominating for Director, the following skills and experience in one or more of the disciplines below should be able to be demonstrated:

- Digital Marketing and Branding
- Media
- Accounting and Finance
- Investment Management
- Sport Industry and NFP including high performance, community sport, participation and events
- Governance and Board Directors' Duties & Responsibilities
- Legal
- Government and Public sector relations
- Commercial management including contract negotiation, sponsorship, private sector/corporate relations
- Human Resources management
- International Sports Federations
- Risk management
- Strategic and Strategic Planning implementation

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

CONDITIONS

Directors receive remuneration of \$10,000 per year.

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

The CGA Board meets 4-5 times per year. The next Board meeting is scheduled for Friday 11 December. A meetings schedule for 2021 is yet to be finalised. Meetings are generally held at the CGA office in South Melbourne, but may sometimes be held interstate to enable attendance at other relevant events. The Board meeting will be conducted via video conference if a physical meeting is not able to be held due to COVID-19 restrictions.

The term for a newly elected Director is 4 years and 6 months. An elected Director may serve a maximum of three (3) terms of office in total (or 12 years).



COMMONWEALTH GAMES AUSTRALIA

DIRECTOR NOMINATION FORM

1. NOMINEE DETAILS

Full Name:

Address:

Phone No:

Email:

Date of Birth:

Place:

2. NOMINATING MEMBER DETAILS

Nominating Member
Organisation:

Nominating Member
Authorised Representative:

Contact phone:

Email:

Statement of support from nominating Member organisation

Nominating organisations are to provide a statement in support of the nomination in the box below:

.....
Signature of Authorised Representative of
Nominating Member

Date

3. NOMINEE STATEMENT

By signing this form, I confirm that I am eligible for election as an Elected Director of the company **Commonwealth Games Australia Limited** (CGA) ACN 629 915 448, in accordance with Part 9.4 of the CGA Constitution.

I will make myself available for the first Board meeting on Friday 11 December in Melbourne at the CGA office in South Melbourne, or alternatively, via video conference if a meeting in person is not possible due to COVID-19 restrictions.

4. DECLARATIONS AND CONSENT:

By signing below, I _____ (name) :

- Consent to act as an Elected Director of CGA Ltd if elected, which is a company limited by guarantee under the Corporations Act 2001 (Cth). 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, Ethical Behaviour By-Law and any other relevant CGA By-Laws and policies.
- Acknowledge that if I am elected as a Director that the term will be four (4) years and six (6) months.
- Acknowledge that if I am elected as a Director and hold a Disqualifying Position as per Part 9.4 of CGA's constitution I will immediately resign from that Disqualifying Position.
- 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 actual, potential or perceived conflicts of interest:

.....
Signature of Nominee

.....
Date

Completed nomination forms are to be received by 5.00 pm (AEDT), Wednesday 14 October 2020, to:

Mr Craig Phillips
CEO & Company Secretary
Commonwealth Games Australia
PO Box 586
South Melbourne, VIC, 3205

Email: recruitment@commonwealthgames.com.au
❖ Please attach a 3-page (maximum) CV which includes a summary addressing each of the Director criteria and the questions listed in the Election Information document.