



COMMONWEALTH GAMES AUSTRALIA

2024 DIRECTOR NOMINATION INFORMATION & GUIDE

As per Parts 9.2 (a) iv, 9.2 (b), 9.3 (b) ii, 9.5, 9.6, and 9.8 of the Commonwealth Games Australia Limited (CGA) Constitution, nominations are hereby called for two (2) Elected Director positions that expire at the upcoming CGA Annual General Meeting (AGM) on Wednesday 15 May 2024.

GENERAL INFORMATION

CGA AGM : Wednesday 15 May, 10.00am
Novotel Sydney Olympic Park
11a Olympic Boulevard
Sydney Olympic Park, NSW, 2127

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 one (1) year each to ensure the staggered retirement of Directors in the future. In 2019, each of these Directors was re-elected for a four year term and these terms were extended by 6 months as per Part 9.3 due to the change in CGA's end of financial year in 2020.

At the 2024 AGM, these Directors, being Mr Darryl Clout and Mr Grant Harrison, will have each served a one year term and a four-and-a-half (4 ½) year term in accordance with Parts 9.2 (a) (iv) and 9.3 (b) (ii) 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 term pursuant to Parts 9.3 (b) iv and 9.6 of CGA's Constitution.

As per Part 7.14 (a), should more than two (2) nominations be received for Elected Director, an election will be held for each position by exhaustive ballot as per Part 7.14 (b) of CGA's Constitution.

Please refer to the CGA constitution on the CGA website for further detail:

<https://commonwealthgames.com.au/wp-content/uploads/CGA-Ltd-Constitution-Effective-27-May-2022.pdf>

To nominate for election, the following must be fully completed and submitted electronically through the attached link **by 5.00pm (AEST) Sunday 14 April 2024:**

- Director Nomination Form – to be completed online via the link below:
<https://form.jotform.com/AusCommGames/CGA-2024Elections>
- Nominating Member statement of support (on their company letterhead), duly signed by an authorised representative of the nominating Member.
- CV (2 page maximum)
- A document that addresses each skill/area of expertise from CGA's Board Skills Matrix
- A second document that answers the questions on the top of page 4 under "Attachments to be submitted with the Nomination Form", part 4.

Each nominee may also submit a maximum three (3) minute video presentation. This submission is optional and any video presentations received will be made available to Members with the AGM papers and nomination information via CGA's website (AGM information section). Further details regarding the format, content and process for recording a video will be provided directly to eligible nominees after the nomination deadline. Any video recordings must be submitted to CGA by 5:00pm AEST Friday 19 April.

ELIGIBILITY

Prior to submitting a nomination, potential candidates are referred to Part 9.4 of the CGA constitution regarding "Eligibility and Disqualifying Positions". The CGA Company Secretaries will review all nominations against this criteria prior to circulation to the Members. Any non-eligible nominees will be notified immediately. In addition:

- Any nomination received after the prescribed submission time of 5.00pm AEST on 14 April 2024 will be deemed ineligible and will not be accepted.
- Should any of the required forms, attachments or documents not be fully completed or signed, the nomination will be deemed ineligible and will not be accepted.

All of the above requirements will be strictly enforced.

Eligible nominees will be required to declare on the nomination form that they can attend the Board's remaining meetings for 2024 (scheduled for after the AGM on 15 May, 19 July and 29 November) and attend an induction in the Melbourne office that will be arranged at a mutually convenient time soon after the AGM. All travel will be arranged and paid for by CGA.

DIRECTOR CRITERIA

In moving to a company limited by guarantee and transitioning to a skills-based Board in late 2018, CGA established a skills matrix to identify the Board's collective strengths and any areas requiring enhancement. The skills and experience areas listed on CGA's skills matrix are:

- 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 Sport Federations
- Risk management
- Strategic and Strategic Planning implementation

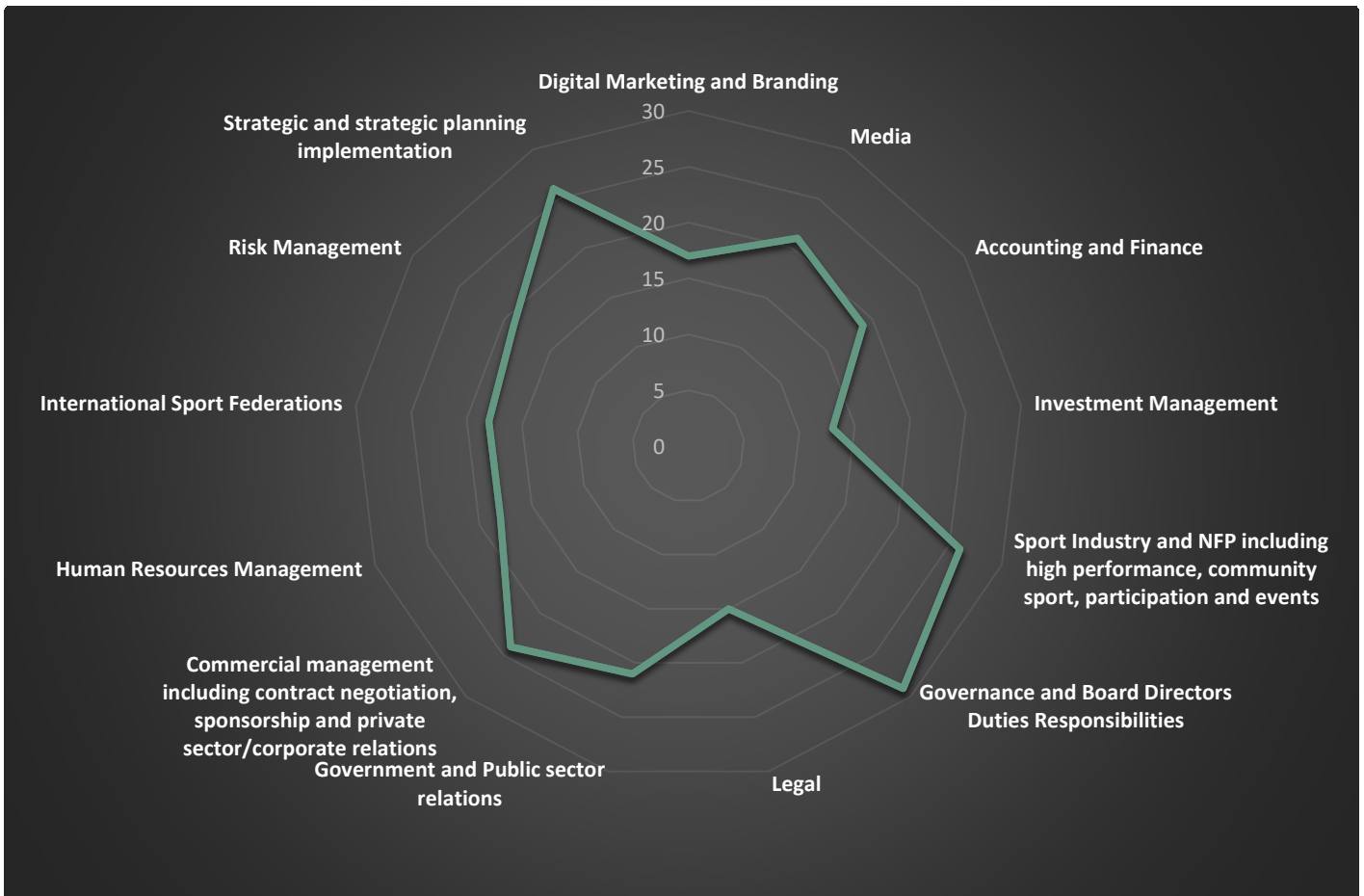
The Board is well credentialed in many of the areas above, and in its most recent self-assessment process, collective rankings are demonstrated as per the graph on the following page.

The Board has been reviewing CGA's strategic plan and "Connecting with Communities", "Presenting a Powerful Brand" and "Leading the Way" will continue to be priority areas for the coming years to 2026.

CGA's strategic plan can be referenced on the CGA website here:

<https://commonwealthgames.com.au/wp-content/uploads/CGA-First-Among-Equals-2019-2026.pdf>

Nominees should also refer to the Position Description for the role for further information, which is included later in this document.



GUIDELINES FOR COMPLETING THE DIRECTOR NOMINATION FORM

The nomination form is to be completed online by following the link on page 1 of this document. If you have any issues completing the form online, please contact Maria Cabeliza at the CGA office on (03) 9453 9300.

It is recommended that the required documents to be submitted are already completed and ready for upload during the nomination process. PDF format is recommended for all attachments.

Firstly, you are required to read and acknowledge the Privacy Collection Statement by clicking the check box.

1. Nominee Details – complete all personal details, including date of birth and place of birth (city and country) and director identification number. Any former names should also be included. 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 CGA Members can nominate candidates for election to the CGA Board. It is therefore required that an authorised representative of the nominating Member provides a signed letter of support for your nomination, which is to be uploaded through the online nomination process.

This letter will be circulated to Members with the nominee’s information and could 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 organisation must duly authorise the representative to provide the nomination on its behalf and it must be on letterhead.

3. Declarations and 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.

The nominee will need to acknowledge each of the following requirements individually by ticking the box that:

- Their mobile phone number and email address will be circulated to Members to enable them to contact the nominee directly regarding their nomination;

- The CGA constitution, Ethical Behaviour By-Law and Director Code of Conduct have been read, are understood and will be adhered to (the CGA constitution and By-Laws are available to view on CGA's website and the Director Code of Conduct is included in this information pack);
- If elected as a Director, their term will be four (4) years to May 2028;
- If elected as a Director, they will resign from any Disqualifying Position;
- 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;
- The nominee has not been prosecuted under any international, federal, state or local law; and
- There are no actual, potential or perceived conflicts of interest.

Should there be any instances that require reporting, including any actual, potential or perceived conflicts of interest, the nominee must provide the details in the section provided.

4. **Nominee Statement** – The nominee confirms their eligibility for election as a Director of CGA, as per Part 9.4 of the CGA constitution by signing the form electronically. As stated in Part 9.4 of the constitution, a person may not hold office if they:
- Are an employee of CGA, a State Division, a Program Sport Member or an Associate Member; or
 - 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. Please also refer to the 'Eligibility' section on page 2 above.

The form must be digitally signed by the nominee through 'Adobe Sign' prior to submission.

ATTACHMENTS TO BE SUBMITTED WITH THE DIRECTOR NOMINATION FORM

- Letter of support** from the nominating member on their letterhead (refer also page 3, no. 2).
- A two page (maximum) CV** that provides a summary of the nominee's experience, particularly in Board roles. It should also highlight:
 - Your mobile phone number and email address
 - Current and previous employment
 - Tertiary qualifications (or higher)
 - AICD qualification
- A two page (maximum) document** that **addresses each of the "Director Criteria"** listed on page 2 from CGA's Board skills matrix. If a nominee doesn't have much experience in some particular areas, they should still provide a relevant comment to demonstrate the level of knowledge, even if minimal.
- A two page (maximum) document** with a **short response to each of the following questions**:
 - 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?
 - If you are elected, how will you enhance/maintain relationships with CGA's key stakeholders?

Please ensure that the your name and contact details are at the top or bottom of each page of this document.

Nominees may also submit a maximum three (3) minute pre-recorded video presentation by 5:00pm AEST Friday 19 April. This submission is optional and further details regarding the format, content and process for recording a video will be provided directly to eligible nominees after the nomination deadline.

These documents, along with the nominee's name, contact details and presentation video (if provided) will be distributed to all voting delegates with the papers for the AGM by Tuesday 23 April 2024. All meeting papers and videos will also be available in a dedicated section of the CGA website.

ELECTION PROCESS

If there are more than two eligible nominees, elections will be required. A summary of the nominees validly nominated by Members (including the nominating Member letter of support and any disclosed conflicts of interest), their CVs and attached documents will be distributed to all voting delegates. Personal information (eg. home address, date of birth, director i.d., etc) will not be distributed to Members, however the nominee's email address and mobile phone number will be distributed in order for Members to contact nominees directly should they desire. Member details will not be distributed to nominees.

Nominees will not have the opportunity to address Members at the AGM as has been done in the past. As mentioned earlier in this document, eligible nominees may pre-record a maximum three (3) minute video presentation. Any presentations will then be made available to all CGA Members and their voting delegates prior to the AGM.

Voting will be conducted at the AGM by exhaustive ballot, one position at a time. Please refer to Part 7.14 (b) 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 of the 22 Program Sport Members (maximum 44 votes) and one (1) vote for each State Division Member (maximum 5 votes).

Members will be contacted separately to nominate their voting delegates and arrange their travel for the AGM and associated meetings.

Voting delegates must attend the AGM meeting in person to exercise their vote and must have paid their 2024 membership fee.

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 nominees 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 remaining meetings for 2024 currently scheduled for after the AGM on Tuesday 15 May, Friday 19 July and Friday 29 November. The ACGF Board meets at the same time. Meetings are usually held in the CGA office in South Melbourne, Victoria.

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

Directors & Officers insurance is provided by CGA and the ACGF for all Directors.

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

Craig Phillips AM craig.phillips@commonwealthgames.com.au (03) 9453 9300 OR
Dianne O'Neill dianne.oneill@commonwealthgames.com.au (03) 9453 9300



COMMONWEALTH GAMES AUSTRALIA

POSITION DESCRIPTION

ELECTED DIRECTOR

COMMONWEALTH GAMES AUSTRALIA OVERVIEW

Commonwealth Games Australia (CGA) is the national body responsible for Australia's successful participation in the Commonwealth Games and Commonwealth Youth Games. In 2022 we took our largest team in history to an overseas Games in Birmingham, UK and topped the medal table with 67 gold, 57 silver and 56 bronze medals.

Our purpose is twofold: to drive Australia's success at the Commonwealth Games and to create opportunities for communities to connect and celebrate the achievements of our Team. We strive to be the number one nation in the Commonwealth while inspiring and uniting communities through a sense of national pride. We deliver our vision and mission with dynamic leadership and innovation while demonstrating our values of inclusiveness, integrity, respect and excellence.

CGA is a company limited by guarantee and a not-for-profit organisation. Its members are the sports on the program for the upcoming Commonwealth Games and State divisions. The Board is comprised of seven elected Directors and up to two appointed Directors.

CGA works collaboratively with its Member National Sporting Organisations (NSOs), stakeholders and other sport system partners to support Australia's athletes in the pursuit of their sporting dreams.

PRIMARY PURPOSE OF THE ROLE

The Board's primary role is one of trusteeship on behalf of members and stakeholders, ensuring that CGA remains viable and appropriately represents the Commonwealth Games movement today and into the future. Directors have a fiduciary duty to make decisions for the betterment of CGA and the Commonwealth Games movement as a whole, and not on behalf of a member.

The CGA Board meets 4-5 times per year. Meetings are generally held in person at the CGA office in South Melbourne, but may sometimes be held interstate to enable attendance at other relevant events. The next Board meeting after the AGM on 15 May is scheduled for Friday 19 July 2024.

The term for a newly elected Director is four (4) years to May 2028. An elected Director may serve a maximum of three (3) terms of office in total (or 12 years).

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 working with the President and all CGA Directors to:

- Set the goals and strategic direction of CGA;
- Monitor the implementation and evaluation of the strategic plan;
- Determine policies relevant to the effective governance and performance management of the organisation;
- Monitor risk and maintain a robust risk management framework;
- Approving the annual budget and oversee financial delegations;
- Ensure ongoing financial accountability and viability;
- Establish and determine the powers of Board committees and advisory groups;
- Implement regular President, Director and Board performance evaluations;
- Ensure compliance with legal requirements, codes of conduct and appropriate standards of behaviour; and
- Provide a safe, respectful, and inclusive work environment.

KEY RELATIONSHIPS

- Board of Directors
- CGA CEO and staff
- CGA Members
- Commonwealth Games Federation
- Federal and State Governments
- Australian Sports Commission
- Australian Olympic Committee
- Paralympics Australia
- Corporate partners and sponsors

KEY SELECTION CRITERIA

The following skills and areas of expertise are drawn from the Board skills matrix and are to be addressed during the nomination process:

- 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 and responsibilities
- Legal
- Government and public sector relations
- Commercial management including contract negotiation, sponsorship and private sector/ corporate relations
- Human Resources Management
- International Sport Federations
- Risk Management
- Strategy 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, ASC Sport Governance Principles and the importance of the Commonwealth Games in the high performance pathway
- AICD qualification (desirable)
- Previous experience on a sport Board or not-for-profit desirable

Personal qualities:

The Director must demonstrate the CGA values of inclusiveness, integrity, respect and excellence, as well as being:

- Honest and authentic
- Courageous
- Self aware
- Engaging and respectful
- A good listener
- Analytical thinker
- An active contributor

CONDITIONS

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

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

DIVERSITY & INCLUSION

Commonwealth Games Australia values our history of diversity through the promotion of our values of inclusion and respect.

Regardless of gender, sexual orientation, cultural background, ethnicity, location or life stage, every person should be treated with respect and dignity and protected from discrimination, harassment and abuse.

We recognise that people feel safe, enjoy themselves and perform at their best when they are treated fairly, so we are committed to providing environments that are free from all forms of discrimination and harassment and remove all barriers or disadvantages.

We seek to be '*Greater Together*' as we connect with and positively contribute to Australian communities through sport.

We live diversity, inclusiveness and the broadest possible definition of team. And we live this through our actions and our voice.



COMMONWEALTH GAMES AUSTRALIA LTD

DIRECTOR CODE OF CONDUCT

Every Director of Commonwealth Games Australia Ltd (CGA) is required to comply with this Code of Conduct (as varied by the Board from time to time). This Code of Conduct should be read in conjunction with the CGA Ltd constitution and aims to assist Directors to carry out their duties and responsibilities in an appropriate manner. Failure to comply with this Code of Conduct may result in disciplinary action, which may result in a Director being removed from the Board in accordance with Part 9.13 of the constitution.

It is expected that Directors will:

- Promote a safe and inclusive environment, in which every person feels welcome and is protected and free from discrimination, harassment and abuse;
- Discharge fiduciary duties as required by the Corporations Act 2001 (Cth);
- Undertake their duties demonstrating CGA's values of inclusiveness, respect, integrity and excellence;
- Act ethically, with honesty and in the best interests of CGA at all times;
- Contribute actively in a constructive, courteous and positive way that enhances good governance and the reputation of CGA;
- Make decisions fairly, transparently, impartially and promptly, considering all available information;
- Treat colleagues, members, team members and employees with respect, courtesy, honesty and fairness, having proper regard to their interests, opinions, rights, safety and welfare;
- Protect the safety and wellbeing of team members at all times by ensuring that appropriate safeguarding measures and policies are in place, reviewed regularly, easily accessible and understood;
- Maintain a harmonious, safe and productive Board culture through professional relationships;
- Promote and encourage diversity, equality and inclusiveness in decision making and throughout the organisation, considering age, gender, cultural background, sexual orientation, geographical location and people with a disability;
- Protect the integrity of sport at all times;
- Disclose all actual and potential conflicts of interest as and when they occur;
- Not make any unauthorised private or public statements regarding the business of CGA;
- Act in a financially responsible manner, applying due diligence and scrutiny to financial decisions, reports, audit reports and other financial material that comes before the Board;
- Not disclose official or confidential information or documents acquired through their position as a Director other than as required by law or where agreed by a decision of the Board;
- Prepare for and attend Board meetings by reviewing Board papers in advance and being familiar with and able to discuss and deliberate the items on the agenda and any other issues confronting the Board;
- Not make improper use of their position as a Director to gain advantage for themselves or for any other person; and
- Support and adhere to the formal decisions of the Board.

I, _____ being a Director of

Commonwealth Games Australia Ltd, do hereby undertake to abide by this Code of Conduct.

Signature: _____ Date: _____