

## GOVERNANCE – BOARD BYLAW

Title: **Board Composition Requirements**      **BYLAW:**      **2020/5**

<b>Authorisation Date</b>	<i>ACHS Board Meeting - 3 December 2020</i>
<b>Document History</b>	<i>Date presented to ACHS Council Members – 26 November 2020 Revised and presented to ACHS Council Members – 24 March 2023 Adopted by the ACHS Board – 4 May 2023</i>
<b>Last Revision Date</b>	<i>May 2023</i>
<b>Next Review Due</b>	<i>June 2026</i>
<b>Responsibility</b>	<i>ACHS Board and Council</i>

In accordance with good governance practices, the ACHS Board composition needs to reflect a mix of personal skills and attributes which enable the Board to fulfil its role effectively.

### BOARD COMPOSITION REQUIREMENTS

1. The number of Directors of the Company is defined in the Constitution Clause 10.4 (Number of Directors).
2. Director eligibility is defined by the Constitution Clause 10.7 (Eligibility for appointment or election as a Director)
3. Before nominating an individual or when looking at the skills and suitability of a proposed candidate, the Board should consider the following factors:
  - a. A range of appropriate skills, qualifications and experience, having regard to the skills and experience of the existing Directors to support the collective knowledge, skills and experience required on the Board and/or to fill the gap/s on the Board.
  - b. Variety in demographics and attributes of Board Directors so that Board diversity can be achieved and maintained
  - c. Overall balance and composition of the Board taking into consideration any other anticipated changes to the Board
  - d. The integrity of the individual
  - e. Time availability, including assessment of other roles that may impede capacity to add value to the Company
  - f. Competency of the individual to serve as a director and comply with the requirement to be a 'fit and proper' person
  - g. Depth of understanding of the role of and legal obligations of a Director of ACHS
  - h. The extent to which there is any potential conflict of interest and, if so, whether this can be appropriately managed.