**Australian Council of Deans of Health Sciences Ltd - Nomination of Elected Directors**

In accordance with the Constitution of the Australian Council of Deans of Health Sciences Ltd (ABN: 74 663 174 276), Institutional Members are hereby invited to nominate for election as **Elected Directors**. The Australian Council of Deans of Health Sciences Ltd currently has a board of five (5) non-executive directors. It is expected that two additional directors will be appointed at the March Board meeting, in the Appointed Director category.

Consistent with the constitution of ACDHS Ltd it is expected that two initial directors shall resign at the second AGM (April 30,2024) and therefore nominations for elected directors are hereby called. The Executive Director and Company Secretary shall administer the nomination and election process as is provided for in the constitution. Institutional members must be financial members at the time of making a nomination.

**NB:** As this election is the second in a serious of three elections over 3 AGMS which is based on the **Initial directors** terms, and the constitutional requirements that initial directors stand down, over the first three AGMs. The newly elected directors from this process are appointed for 3 years and may re-stand to serve further terms up to a maximum of 9 years.

**Eligibility**

The ACDHS Ltd Constitution Section 27 Election of Directors makes provision for director elections for elected directors.

Eligibility is set out in full in the ACDHS Constitution <https://acdhs.edu.au/about-us/governance/> and includes but is not limited to:

23.2 At least 2 Directors must be ordinarily resident or are employed by Institution Members located in Australian Capital Territory, Northern Territory, South Australia, Tasmania, or Western Australia.

26. Eligibility of Directors 26.1 A person is eligible for election or appointment as a Director if they: a) are over the age of 18 years; b) give the Company their signed consent to act as a Director of the Company; c) are not ineligible to be a Director under law, including the Corporations Act and the ACNC Act; and d) are not an employee of the Company.

26.2 An Elected Director must hold a position of senior leadership in health sciences and have the strategic responsibility for allied health professionals (AHPs) education within an Institution Member.

27.3 Only financial Institution Members may nominate an eligible candidate for election as an Elected Director. Candidates must be employed by the Institution Member and satisfy the criteria in clause 26. Nominations of candidates must be received by the Secretary in the time prescribed by the Board.

**Expectations of ACDHS Ltd Directors**

ACDHS Ltd appoints directors on a volunteer basis, nevertheless there are mandatory obligations to be met by each ACDHS Board Director. The Australian Institute of Company Directors identifies directors duties generally and in addition the Australian Charities and Not-for-profits Commission (ACNC) notes obligations for directors of a charity. The ACDHS has registered charity status for the company limited by guarantee. Directors & Officers (D&O) Liability insurance is in place for ACDHS personnel. The ACDHS Board is expected to meet a minimum of 4 times per annum, with the majority of meetings being held virtually, 2024 will include approx. 6 meetings. The 2024 AGM is held in person, in Melbourne which precedes an ACDHS Board meeting the same day. Elected Directors are appointed at the AGM are then would later convene as Directors at the Board meeting.

**Directors’ duties (AICD 2023)**

*There are two sources of directories duties: general law and statute.*

*Under the general law, directors have duties that are based on the relationship they have with the organisation. This is a special relationship based on trust; a relationship akin to being the trustee of someone else’s money, and for this reason directors’ duties are sometimes called ‘fiduciary duties’.*

*Directors’ duties are usually also set out under statute, though the way this is done will depend on how the organisation is incorporated.*

*The four main legal duties based on general law and statute are to:*

***1. Act in good faith and for a proper purpose*** *This duty has two parts. Firstly, acting in ‘good faith’ means that directors must act honestly, fairly and loyally. It requires that directors act in the best interests of the organisation (rather than in their own personal interests). The requirement to act for a ‘proper purpose’ means that a director’s decisions must further the organisation’s purpose and be made within the board’s legitimate authority.*

***2. Act with reasonable care, skill and diligence*** *Directors must take their roles seriously and be diligent in the exercise of their responsibilities. That includes taking the necessary time to prepare for board meetings, keeping abreast of the organisation’s activities and understanding the organisation’s financial position (including making sure the organisation can pay its debts when they are due), and attending and participating in board meetings.*

***3. Not to improperly use information or position*** *Information provided to directors to support them to fulfil their roles must only be used for the benefit of the organisation. Directors cannot use information provided to them as a director, or their role as a director, to harm the organisation or to gain an improper advantage for themselves or another person or organisation.*

***4. Disclose and manage conflicts of interest*** *Conflicts of interest are often unavoidable. They do not represent a problem in and of themselves. However, where a conflict of interests does arise, directors must disclose them, and manage them appropriately. Conflicts of interest are explored in more detail in*[*Principle 9: Conduct and compliance.*](https://www.aicd.com.au/corporate-governance-sectors/not-for-profit/principles/conduct-and-compliance.html)

*There is some misconception that directors who are not remunerated for their work (sometimes called ‘volunteer directors’) are subject to lower standards of legal responsibility. This is not the case, and individuals should think carefully before accepting the responsibilities of directorship.*

*There are several laws that set out the specific duties to which directors are subject. For example, there are directors’ duties under the common law, the laws that govern incorporated associations and under the Corporations Act. The ACNC governance standards also refer to directors’ duties.*

***ACNC Governance Standards*** *5: Duties of Responsible Persons*

* *To act with reasonable care and diligence;*
* *To act honestly and fairly in the best interests of the charity and for its charitable purposes;*
* *Not to misuse their position or information they gain as a responsible person;*
* *To disclose conflicts of interest;*
* *To ensure that the financial affairs of the charity are managed responsibly; and*
* *Not to allow the charity to operate while it is insolvent.*

**Election Process**

Nominations must be provided in the format prescribed as per the template provided. Additionally, candidates are asked to supply a current CV of no more than 5 pages.

Nominations must be received complete from financial eligible members by 12 NOON AEST March 28th 2024.

It is expected that two elected directors shall be appointed at the AGM, April 30 2024.

ACDHS Constitution states:

S27.8 If there are the same number or fewer candidates be less than or equal to the number of vacancies, then the candidate(s) will be declared elected at the AGM, subject to the endorsement of each candidate by the Institution Members by separate ordinary resolutions at the AGM.

S27.9 Any unfilled positions as a result of an insufficient number of candidates or a candidate not being endorsed by the Institution Members as per clause 27.8 shall be deemed casual vacancies.

Completed nominations must be emailed to ACDHS before 12 Noon March 28th 2024. All nominations shall be acknowledged by reply.

[secretariat@acdhs.edu.au](mailto:secretariat@acdhs.edu.au)

All correspondence in regards to the director nominations and the election process must be directed to the Executive Director and Company Secretary, Shaun McDonagh: [secretariat@acdhs.edu.au](mailto:secretariat@acdhs.edu.au)

More information about Australian Council of Deans of Health Sciences Ltd may be found at [www.acdhs.edu.au](http://www.acdhs.edu.au)

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Description automatically generated

Authorised by Executive Director and Company Secretary

Shaun McDonagh

[www.acdhs.edu.au](http://www.acdhs.edu.au)