

Board and Officer Rotation & Term Limits

Board and Officer Rotation Policy is the policy applied by the Board in terms of rotation of the directors and officers of the Society. Such policy and any changes thereto must be approved at a meeting of members.

Purpose:

- Permit innovative ideas and new leadership.
- Allow board members a sufficiently-long period to implement practices and goals so that the benefits expected therefrom can be realised during the member's term.
- Preserve and maintain institutional memory.
- Recognise that board members need a mechanism to balance the realities of being a committed volunteer and other facets of life. Through appropriate term limits board members are provided with the opportunity for orderly commitment and withdrawal.
- Allow board members the opportunity to experience service with different portfolios.
- Force the recruitment of new talent from the pool of Society members and volunteers.
- Avoid allowing conflicts of interest to become entrenched.
- Challenge group-think and other attitudes of complacency.

Rotation will be in accordance with the Term Limits set out in this Policy.

If circumstances force the Board to make arrangements that are not in accordance with this policy, the Board shall take appropriate steps to return to the Policy recommendations, before or at latest in the next Rotation Cycle.

1.1 Election of Board Members

The Annual Member Meeting shall be the preferred time for doing this, subject to a quorum being reached.

Each Regular Member of the Society in good standing will be entitled to a single, equal vote. The Regular Members will approve each Board member, individually.

If the Chair of the meeting discerns that there is excessive dissention among the voting Members, the Chair shall request that the matter is decided by a confidential paper ballot and announce this, thereby beginning the procedure.

The Regular Members at the Annual Member Meeting will also be required to confirm the election of any Board members appointed between Annual General Meetings.

1.2 Term Status

Each Financial year marks a Rotation Cycle with the new Board members commencing duty at the beginning of the new Financial Year.

If the Board is not to be stripped of experience and skills, ideally no more than a quarter of the Board, that is a maximum of 3 members, should rotate at the end of each Financial Year.

While the preferred Rotation Cycle coincides with the Financial Year, circumstances may require the Board to seek intermediate elections to fill vacancies on the Board. In such a circumstance, the Board will instruct the Nominations Committee to begin the election process.

Board terms will start at the beginning of a Financial Year and finish at the end of a Financial Year.

Where a Board member joins in the first 6 months of a Financial Year the term will be deemed to have started at the beginning of that Financial Year. Where a Board member joins in the second 6 months of a Financial Year, the term will be deemed to start at the end of the Financial Year.



The Secretary, in conjunction with the Executive office, is required to keep a record of Term Status.

The Secretary and the Executive Office are responsible for the maintenance of a register of Term Status for all Board members and making this available to the Board for scrutiny.

The Nominations Committee, whether independent or part of the Board, must be specifically informed of the Term Status three months before the Financial Year-end or when an Election Cycle is started. The Nominations Committee may request a Term Status report at any time

1.3 Board Rotation

Each member of the Board shall, every alternative year, retire from the Board by way of rotation but may offer themselves for re-election.

1.4 Board Member Term Limit

The length of the term is set at 2 years, as defined by the Starting Period.

Board members may serve 3 consecutive terms, that is, a maximum of 6 years. At the end of the first or second term the incumbent Board member may offer himself for re-election. If there is a Competitive Election*, then the end-of-term incumbent Board Member will be required to participate in this election.

Where an orderly process is envisioned, Board members that are at the end of their first and second terms shall give notice of their intention stand for re-election to the Secretary, who with the assistance of the Executive Office shall keep these records and ensure that the Board is made aware thereof. The notice period recommended is three months before the Financial Year-end.

**A competitive election occurs when there are more nominees than Board positions to fill. The Board and the Nominations Committee are required to draft suitable operational procedures to ensure that competitive elections are free, fair, unbiased and will result in a positive outcome.*

1.5 Officer appointment and rotation

At the Board meeting immediately following the Annual Member Meeting the Board shall:

- Appoint the Office Bearers for the forthcoming year.
- Confirm the Office of the President and Vice President.

The Board may change the Office Bearers during the year, making decisions with due regard to the efficient operation of the Society.

1.5.1 Election of the President and Vice President

The President and Vice President will be nominated at the Board meeting immediately prior to the Annual Member Meeting by a quorum of Board members.

If a competitive election is in prospect the Executive Officer shall take the Chair position and the voting will be conducted by confidential paper ballot.

In the event of a deadlock, each Office Bearer will be being eligible for a single, equal vote, provided such office bearer is not the subject of the election process.

In the event of a further deadlock, the Board will consider appropriate procedures to resolve this.

1.5.2 Rotation and Term Limit of the President

After having served a term of two years, the President shall tender his resignation from the position, but may offer his services for re-election. If there is a Competitive Election, then the President will be required to participate in this election.



If the President is elected at the end of the designated nominee's third term as a board member, the President shall have the right to a fourth two-year term, thus serving the Society for a total of 8 years, with 2 of these years as President.

If the President is elected at the end of the designated nominee's second term as a board member, a fourth two-year term may be granted by the Board, thus serving the Society for a total of 8 years, with 4 of these years as President.

If the President is elected during or at the end of the designated nominee's first term, no fourth term is applicable, limiting years of service to 6 years.

The above rules determine a President may serve in this capacity for a minimum of 1 term of two years or a maximum of 2 terms, making a total of 4 years as President.

At the discretion of the Board, the President may be granted a single additional year in the capacity of "Past President". The intention is to provide continuity for the incoming President and to give voice to institutional memory. This vote will be taken by a quorum of the sitting Board members, in the absence of the current, term-limited President.

The Past President is an honorary position and will not be counted as an additional Board member but will have all the rights afforded to Board members excluding voting.

Past Presidents are barred from serving on the Board as President, Vice President, Treasurer or Secretary for a period of two (2) years following their service as President.

1.6 Resignations

Circumstances may cause ad hoc or unanticipated resignations by Board members and the Board will have to make appropriate arrangements in each case, for example, to either absorb the responsibilities of the departing board member/s among the remaining board members, or to immediately start an election cycle.

Where resignations cause the Board numbers to decrease below the minimum required by the Bylaws, the Board is required to immediately start an election cycle in conjunction with the Nominations Committee.

If someone should resign from the Board, the remaining Board may appoint a replacement to serve out the resigning members' term.