

National Divisional Council (NDC) Terms of Reference & Divisional Advisory Council (DAC) Terms of Reference

National Divisional Council (NDC)

TERMS OF REFERENCE

1.0 Purpose

The purpose of the NDC is to appoint the Board of Directors and ensure completion of peer reviews of the members of the Board. Its guiding principle is to choose the best candidate to fill the vacancy. However, in so doing, it shall endeavor to seek a balance between the personal and professional qualifications of a nominee and the representational needs, including gender and geographical balance, of the Board.

2.0 Principles

The NDC's activities shall be guided by the Constitution, By Laws, competency matrix and Director's Code of Conduct which states that the primary criterion of selecting directors shall be based on the individual qualities and abilities of the nominee in relation to the position for which they are being nominated.

The NDC shall also be guided by the need for transparency in its decision-making process balanced with issues of privacy and propriety in order to maintain a respectful, fair and judicious environment. While it must have discussions amongst itself and other parties of a proprietary nature, it must also ensure that the discretion is maintained. The NDC will seek to obtain transparency via periodic reporting to the Board and members through the Annual Report and/or website regarding its objectives, processes and results of nominations.

The NDC do not consider appointments of Office Bearers or any other office (salaried or otherwise) of the Institute. The sole purpose is to appoint the ten members of the Board of Directors pursuant to Clause 54 of the Constitution on staggered two-year terms. The remaining two members of the Board (Board-appointed Directors appointed pursuant to Clause 71 of the Constitution shall be appointed by the Board itself.

3.0 Responsibilities

The responsibilities of the NDC are to:

- Receive applications for the Board of Director vacancies
 - Elect candidates to the Board
 - Fill any vacancies on the Board as they may arise
 - In concert with the Chairman of the Board, conduct a review for the purposes of counselling or recommending the removal of a Director during the Director's term of office for non-performance or other good cause; and
- The candidates to be elected to the Board;
- The filling of any vacancies on the Board as they may arise;
 - In concert with the Chairman of the Board, conducting a review for the purposes of counseling or removing a Board member during the Board member's term for non-performance or other good cause; and
 - Make recommendations to the Board from time to time regarding the effective governance of the Institute.

The NDC has the ability to fill, until the next Council meeting, casual vacancies on the Institute's Board if required.

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Office of the Chief Executive – Prof Andrew Conway FIPA

Level 6, 555 Lonsdale Street, Melbourne VIC 3000 Australia | GPO Box 1637 Melbourne VIC 3001 Australia

t +61 3 8665 3100 f +61 3 8665 3131 e ipaceo@publicaccountant.org.au w publicaccountants.org.au ABN 81 004 130

1.0 Membership and Service

The NDC shall be composed of the NDC President (during first 12 months this is a Board appointed Director), the President of each Division as prescribed in By Law 8.1.1 (New South Wales, Victoria, Queensland, South Australia/NT, Western Australia, Australian Capital Territory) and any member the Board may appoint from time to time as prescribed in By Law 8.2A. The Secretary of the NDC shall be the Chief Executive Officer of the Institute.

The term of office, notwithstanding By Law 8.2A, shall be three years.

Each member shall sign an annual statement declaring that they will act in the best interest of the Institute and agree to keep the deliberations of the NDC confidential.

5.0 Process and Timetable

Timing Processes

April

Preparation

During the month of April each year, the NDC will meet to prepare a call for nominations to be submitted to the Board and to determine the appropriate staggered terms of appointment. By default, these terms should follow established staggered terms unless the NDC believes it appropriate to do otherwise.

It examines the changes that the rotations will precipitate, such as size, and regional representation and competencies expected of a Board member. It will advise the board of the decision to stagger and adhere to that process for the coming year presented at the May Board meeting for ratification.

Call for Nominations Issued

May 11 2012

By May 11 2012 (the Friday immediately following the May Board meeting), the NDC issues a call for nominations to members via the website or other appropriate means.

The call for nominations will show what vacancies are occurring and the background, experience and qualities that are sought for a particular vacancy and an estimate of the time commitment required in serving in the particular role.

Nominees will be required to consider the identified needs for membership to the board in submitting their nomination.

Timing Processes

June

The NDC will identify nominations objectives in consideration of the key issues or considerations developed in regard to the Institute's strategic objectives and operational plans approved at the May Board meeting. The NDC will be informed by the Chief Executive Officer in relation to the strategic objectives and will seek nominations to address the needs identified.

In addition, the NDC will commence a process by which board members provide statements regarding retiring directors performance against the competency matrix if the board members are eligible and seeking reappointment. The default position will be to re-appoint Board members who are fulfilling the obligations and duties and demonstrating competence to their peers and the members.

June 30

Nominations Deadline

The NDC will specify a deadline for its call for nominations of not later than June 30 of each calendar year which gives members sufficient time to submit a nomination. Nominations shall be on a form prescribed and approved by the NDC President and certification of nominations shall be at the discretion of the Chief Executive Officer.

Consideration of Candidates

July

During the period from June 30 until end July, the NDC will meet to consider all nominations received from members. It will consider the qualifications and experience of each candidate keeping in mind the needs of the Board and the impact the nominee might have on the composition of the Board.

By August 1, the NDC will have prepared its first draft of board appointments this will be presented to the Board at its August meeting.

Should it be necessary, the NDC will seek additional nominations by further consulting with members, until such time as it feels it has obtained a sufficient number of qualified nominees.

Interviews

The NDC will not typically conduct interviews however it may request additional information if required; it may seek to have informal discussions with nominees.

Timing Processes

October

Final Report to IPA Board

At the time the NDC presents its decisions concerning the composition of the Board, the NDC will present a report to the IPA Board which will detail the number of nominations received for each position, the number of those candidates interviewed if required and other relevant information.

The results of this process will be declared at the Annual General Meeting after which the terms of office of the new or re-appointed directors commence.

Recommendations

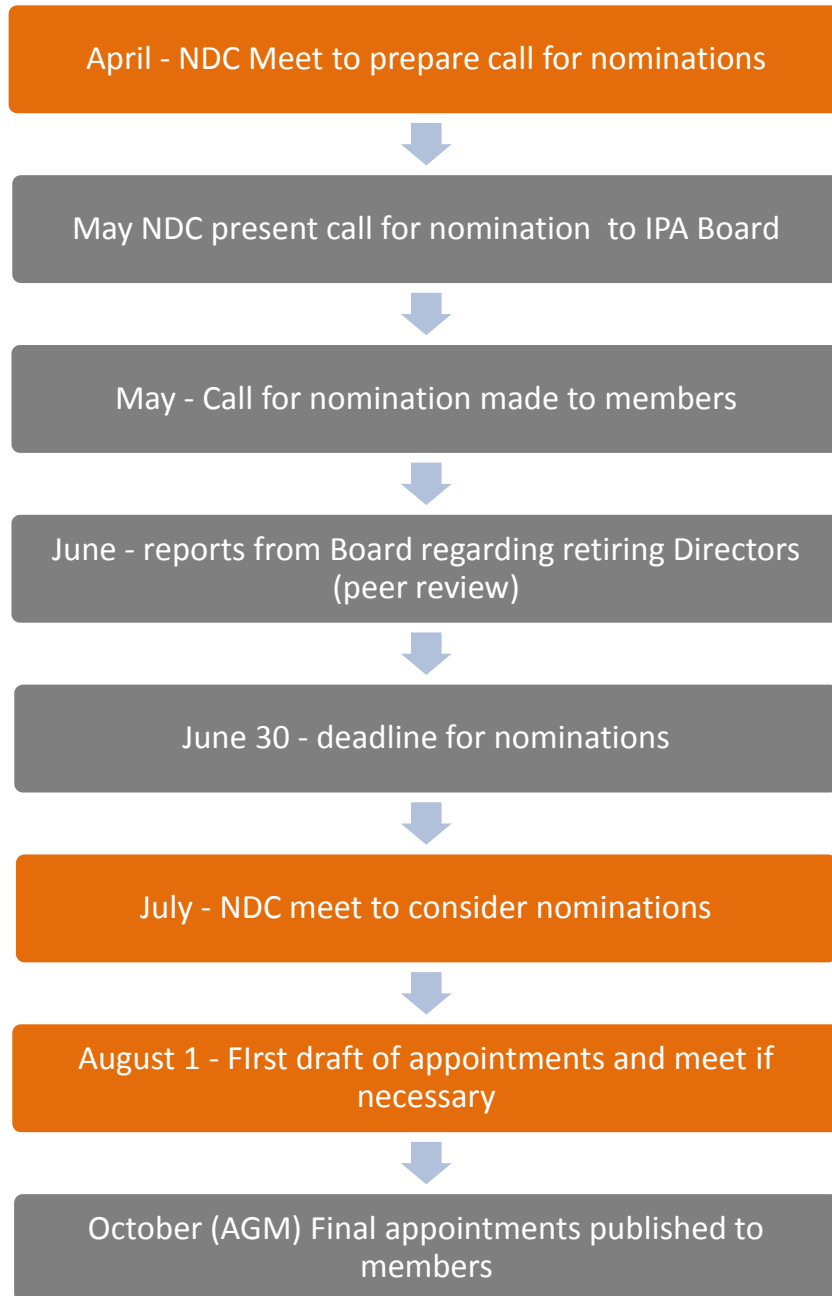
The recommendations of the NDC will be final and no discussion regarding the basis of decisions shall be entered into.

The NDC may report to the members at the AGM regarding the processes followed throughout the year, in addition to reporting the results of the nominations.

The IPA Board appoints the committee chairs and composition of committees.

See below for an outline of the NDC process.

Summary of National Divisional Council Process



Note: a maximum of three meetings per annum.

Adopted by the Board of Directors 26 August 2011

Divisional Advisory Committee

TERMS OF REFERENCE

Principle

The role of the Divisional Advisory Committee is to provide assistance to the Divisional General Manager and Chief Executive Officer in relation to the achievement of the Institute's objectives in the Division. For the purposes of clarity, the governing body of the Institute is the Board of Directors. The Chief Executive Officer is charged with the responsibility of managing the entire affairs of the Institute's operations.

Function

The basis for a well-functioning Advisory Committee is engagement. To this end, the Institute openly encourages members to become actively involved in the operation of the DAC. This includes regular participation.

The process of joining the DAC will to submit to the Divisional General Manager a form expressing interest. The form is to be developed by the Institute to cover areas of technical and general interest.

Commitment

It is vital that the DAC comprises individuals who are committed to the best interests of the Institute. Whilst the DAC is not intended to be a formal meeting, it will require certain frameworks to function properly. This may include the DAC through the Divisional General Manager coordinating a function with a guest speaker, or providing structured feedback to the Institute's Faculties or technical unit on a specific policy issue. Membership of the DAC may be revoked by the Institute at any time if in the opinion of the Division President and Chief Executive a member is acting contrary to the interests of the Institute.

Chairmanship

The DAC will be chaired by the Division President. The Division President does not oversee the Division, rather acts as a facilitator in concert with the Divisional General Manager. In the event of the Division President being unable to Chair the meeting, the Division Deputy President shall preside. Division Presidents and Deputy Presidents shall be elected for a three year term.

Reports

The DAC has the ability to furnish a report to the Chief Executive Officer if the DAC believes the Institute is straying from the strategic direction. This maintains direct member involvement in guiding the direction of the Institute.

Regular meetings

The DAC shall meet at least three times per annum.

Adopted by the Board of Directors 26 August 2011
