# **GOVERNANCE AND SELECTION**

# **BOARD ELECTIONS 2022**

1. The Memorandum of Incorporation:

## *Rotation and re-election of non-executive Directors*

* + 1. *Directors are appointed for a maximum of three (3) consecutive terms, provided that one third (1/3) of the non-executive Directors of the Institute retires from office at every Annual General Meeting. If the number of non-executive Directors is not three or a multiple of three, the number nearest to one-third (1/3) retires from office.*
		2. *Retiring non-executive Directors may, subject to recommendation by the Board, stand for re-election.* *Pursuant to sub-clause 7.3.1, retiring Directors Members shall be eligible for re-election for a maximum of two (2) terms, thereafter they must undergo a mandatory break of 1 (one) year, calculated from the Annual General Meeting date, before they may again stand for re-election. Provided that the Chairperson may be co-opted for a further one-year period.*
1. In terms of Paragraph 7.4.4[[1]](#footnote-1) of the Memorandum of Incorporation, every member shall be entitled to nominate their chosen candidate for election as a non-executive director to the Board of the Compliance Institute SA. The member nominating must be in good standing.
2. In terms of Paragraph 7.4.6[[2]](#footnote-2) of the Memorandum of Incorporation, the nomination of candidates is subject to Paragraph 7.4.4-[[3]](#footnote-3), and no nominations by Members outside the set process are allowed.
3. In terms of Paragraph 7.4.7[[4]](#footnote-4) of the Memorandum of Incorporation, candidates absent from the Annual General Meeting are not eligible without having rendered prior apologies to the Compliance Institute SA in advance of the meeting together with sound reasons for their absence.
4. The Social Ethics Remuneration and Nominations (SERN) will evaluate potential candidates to fill vacancies on the Board. In preparing the shortlist, the SERN will endeavour to identify candidates with the required knowledge and skills for election to the Board. In making its decision, the SERN will consider the Institute’s mandate and strategic goals.

The SERN will provide the shortlist of candidates together with a recommendation to the Board that the individuals whose names are on the shortlist be presented to the members at the Annual General Meeting for election and voting.

1. On the closure of nominations, the Institute will conduct an audit and verification exercise to determine the list of candidates who qualify for the election. This audit and verification process will be available at the Compliance Institute SA offices for inspection by any fully paid- up member.
2. On completion of the audit and verification process, all Nominees will be advised of the status of their nomination.
3. NOTE: In order for a Nomination to qualify, it must satisfy the following conditions:
4. The nomination must be lodged on the prescribed Compliance Institute SA Nomination Forms;
5. The Proposer must be a member in good standing;
6. The Nominee must signify his/her willingness to accept nomination by signing the prescribed nomination form;
7. The nomination form must be accompanied by a curriculum vitae from the Nominee, detailing relevant skills, knowledge and experience;
8. Nominees must hold a senior position and have experience attending and/or reporting to the Board, Board sub-committees, executive committees or similar governance structures. Details thereof must be included in the Nominee’s curriculum vitae;
9. Preference will be given to those Nominees who hold a CPrac(SA) or CProf(SA) designation;
10. The Nominee is required to attend the Annual General Meeting on **23 June 2022** to introduce themselves to the members before the election process commences. *(See point 10 below.)*
11. Completed nomination forms together with the required supporting documentation, must be returned to the Compliance Institute SA offices by email to Governance@compliancesa.com.
12. Should a Nominee that is recommended by the Board to the AGM be unable to attend, such Nominee must inform the Compliance SA Institute at the latest by **10 June 2022**.
1. 7.4.4  *Prior to the Annual General Meeting, the Board by notice to Members calls for the nomination of candidates in the manner and in the form prescribed by the Board, provided that only fully paid-up Members shall be entitled to nominate candidates and no individual Member can nominate him or herself. A shortlist of candidates is recommended by a committee appointed by the Board for that purpose for decision by the Board in its sole discretion for recommendation to Members for election at the Annual General Meeting. In determining such shortlist the committee appointed by the Board for that purpose follows due and fair process and takes into account the skills, knowledge, experience and diversity requirements of the Board..* [↑](#footnote-ref-1)
2. 7.4.6 *The nomination of candidates by Members is subject to 7.4.4 and no nominations by Members made outside the set process are allowed.* [↑](#footnote-ref-2)
3. 7.4.4 *Prior to the Annual General Meeting, the Board by notice to Members calls for the nomination of candidates in the manner and in the form prescribed by the Board, provided that only fully paid-up Members shall be entitled to nominate candidates and no individual Member can nominate him or herself. A shortlist of candidates is recommended by a committee appointed by the Board for that purpose for decision by the Board in its sole discretion for recommendation to Members for election at the Annual General Meeting. In determining such shortlist the committee appointed by the Board for that purpose follows due and fair process and takes into account the skills, knowledge, experience and diversity requirements of the Board.* [↑](#footnote-ref-3)
4. 7.4.7 *Candidates absent from the Annual General Meeting are not eligible without having rendered prior apologies to the Institute in advance of the meeting together with sound reasons for absence.* [↑](#footnote-ref-4)