



2019 AIFST AGM – Call for Director Nominations

Further information and Application Guidelines for AIFST Non-Executive Director positions

AIFST Board composition

The AIFST Board is a skills-based board currently comprising 1 executive director and 6 non-executive directors. The AIFST Constitution requires two non-executive Directors to retire each year. Appointments are for a period of three years, with retiring Directors able to nominate for re-election and serve a maximum of two terms. Accordingly, there is a need for the recruitment of two Directors in 2019.

A director is not required to be an AIFST member to qualify for appointment, but at least five directors must be full voting members of the company at all times. For the 2019 Board election, at least one of the two Directors elected at the 2019 AGM is required to be a member of AIFST.

AIFST Board skills review process

The AIFST Board is committed to ensuring that its Directors have the required skills and provide the required diversity to effectively lead the Institute and to develop and deliver its strategy. Directors need to be capable of supporting and guiding the Managing Director in the implementation of the strategy

Each year, the Board's Nomination and Remuneration Committee meets to plan for the appointment or re-appointment of Directors, according to the rotational system laid down in the Constitution. The Committee first develops a skills matrix, on which the required skills are matched against those that are already represented on the Board. Existing skill gaps, or those that will occur by the loss of retiring directors, are highlighted on the matrix. These gaps are used as a guide to identify the priority skills required of new Directors. Candidates for the directorships need to consider whether they have some of the nominated skills when deciding whether to apply for vacant positions on the Board.

The skills required of the Board as a whole include general governance and business management skills, supplemented with skills that are specific to the Institute's needs and operating environment and align with its immediate and long-term strategic priorities.

The AIFST Selection Committee

Directors are elected by the Company's members at the Annual General Meeting each year. Candidates put forward for election by the members are selected by a five-person Independent Selection Committee comprised of the Board Chair, Nomination and Remuneration Committee Members, independent industry representative who is an AIFST member and a corporate governance expert. The number of candidates proposed by the Independent Selection Committee for election by members at the 2019 AGM must be equal to the number of vacancies to be filled; in 2019 this will be two candidates.

Time commitment required of AIFST Board Directors

An *indicative* annual time commitment would be approximately 10 days per annum, usually comprising of 5 board/strategy meetings, one of which is conducted via teleconference. In person Board meetings are held once a quarter, usually at the AIFST Sydney Office, although a number of





meetings may be held each year at locations around Australia. In addition to the general Board meetings, a Director may sit on the following committees, which will usually meet 3-4 times per year via teleconference.

- Finance, Audit & Risk Committee
- Nomination & Remuneration Committee

Where possible, if committee meetings are required to be held in-person they will be held adjacent to Board meetings.

Additionally, there is an expectation that where possible Directors will actively engage in local AIFST committees and will attend AIFST member events and functions to build engagement with members and stakeholders.

AIFST's commitment to diversity

AIFST takes into account the ASX Corporate Governance Principles and Recommendations and is committed to providing an environment that respects and promotes diversity. AIFST recognises that a Board that represents a diverse range of backgrounds, age, ethnicity and gender will enable AIFST to provide optimal service to its stakeholders. The Board uses a skills and background matrix tool to recruit Directors that deliver the required skills and promotes diversity.

The Candidate Selection Process

The Nomination & Remuneration Committee meets early each year to determine the skills to be sought in candidates, to both fill 'skill gaps' and provide a balanced Board, and to agree a selection process (as outlined above under 'AIFST Board skills review process'). A call for applications is conducted via advertisements for Directors to AIFST members and through the Australian Institute of Company Directors (AICD). Applications are received electronically and submitted directly to the AIFST Company Secretary, Fiona Fleming. Applicants will receive a confirmation receipt of their application within 24 hours.

Following the conclusion of the call for nominations, the Independent Selection Committee will meet in early-March to agree on a shortlist of candidates for interviews. Shortlist interviews will be held via face to face (or teleconference if require) on 6 and 7 March 2019. You should expect to hear about the progress of your application no earlier than late February.

Interviews will be approximately one hour in duration and will be a panel interview with the full Independent Selection Committee. During the interview, candidates will be expected to present their credentials for inclusion on the Board (how they meet the criteria and how they can contribute to the Board, their ideas on AIFST's contribution to the food industry, their thoughts on industry issues for example) and the Committee will ask a series of questions. There will also be an opportunity for the candidate to ask questions.

The skills and experience sought year to year in director candidates are guided by the skills and experience of the retiring Directors and the skills balance requirements of the Board, as driven by the Institute's strategic priorities.

For 2019 applications are sought from prospective candidates who have the skills and experience in one or more of the following areas:





- Continuing professional development, education and training – to support the strategic priorities of Grow and Learn – growing the next generation of food scientists and technologists and support ongoing professional development for members.
- Stakeholder engagement – focused on driving and communicating the organisation’s ongoing value proposition and service offering for members in order to ensure a continuing focus is kept on the sustainability and viability of the Institute.
- Board Chair experience – to ensure succession planning for the future stability of the Board and management of the Institute.

All applicants will be expected to have:

- Sound governance knowledge base, AICD qualifications preferred
- Strategic thinker
- Collegiate working style
- Collaborative in nature with a focus on team work
- An ability to understand key Financial indicators
- Experience on a prior Board would be helpful.
- Knowledge of the food, beverage, agriculture, technology, or manufacturing industries preferable.
- Understanding of, or experience with, membership organisations preferable.

In addition, there is an expectation that, where possible, Directors will actively engage in local AIFST committees and will attend AIFST member events and functions to build engagement with members and stakeholders.

Format of applications

Applications should include:

- A short cover letter,
- Specific commentary outlining the skills and experience the candidate brings to the Board separately in relation to each of the three skill-sets being sought and the eight core competencies referred to above, and
- A full resume detailing work history, relevant experience and qualifications. Please remember to include your full contact details.

Applications should be received no later than **5.00pm (AEST) on Wednesday, 13 February 2019** and submitted electronically to Fiona Fleming Company Secretary via fiona.fleming@aifst.com.au

For further information please contact Fiona Fleming on +61 417 461 911.

On receipt of your application you will receive an email acknowledgement within 24 hours.

All applicants will be advised of their applications progress via email around late February, once the Independent Selection Committee has developed a shortlist of candidates for interview.

We encourage all applicants to ensure they have assessed their candidacy against the required skills and experience sought in that particular year.

