

Equestrian Australia Nominations Committee Report

TO:

Equestrian Australia Board
Voting Members of Equestrian Australia

FROM:

Equestrian Australia Nominations Committee

14 October 2024

Dear Directors and Voting Members,

RE: Nominations for two vacant Elected Director positions on the Equestrian Australia Board

This advice is provided as required under the Equestrian Australia Constitution (effective from 15 September 2020) (the Constitution).

Background

Equestrian Australia will hold its Annual General Meeting (AGM) on Friday 15 November 2024 at 7pm AEST.

At this AGM, two Directors will stand down from the Board. These Directors are the current Chair of Equestrian Australia, Christie Freeman, and Elected Director Lucy Galovicova. Both are eligible for re-election and have put themselves forward under the Nominations process.

At the AGM, an election will be held to fill these positions. The Directors elected will serve three-year terms on the Equestrian Australia Board.

As required under the Constitution and to ensure suitably qualified candidates are nominated, the Company re-engaged the Equestrian Australia Nominations Committee which comprised of the following people:

- Ned Coten – Nominations Committee Chair, fully independent of Equestrian sport;
- Rhett Oliver – Director and Nominee of the Equestrian Australia Board;
- Lynette Winteringham – Nominee of National Disciplines; and
- Prof. Brad Frankum – Nominee of State Branches.

In her capacity as Equestrian Australia Company Secretary, Holly Fulker assisted the Nominations Committee but was not involved in, or privy to, the interview process.

Subsequently, in September and October 2024, the Equestrian Australia Board tasked the Equestrian Australia Nominations Committee with interviewing candidates who had put themselves forward as potential Directors, as per the process outlined in the Company Constitution.

Nominations Received

Equestrian Australia advertised for qualified people to put forward their applications. The Company received nominations from seven people to fill the Elected Director positions.

Six of the applications were received within the timeline outlined for submission and were compliant with the Equestrian Australia Constitution. The fully completed application from Christopher Mann was not received by the deadline required and as a result he did not participate in the Nominations process and is therefore not eligible for election at this AGM.

Nominations Committee Process

The Nominations Committee met on Monday 7 October 2024, to discuss and agree on the process for interviewing and recommending candidates to the Board.

In accordance with clause 22.2 (c) of the Constitution, the Nominations Committee determined to assess the nominations and candidates with respect to the following:

- The suitability of candidates for Director positions having regard to the skills and attributes of the nominees;
- The composition of the Board, having regard to diversity of skills, gender, and skills and backgrounds of current Directors; and
- The Skills and Diversity Matrix enshrined in the Constitution.

The current Committee has now been in place since 2022 and has a well-established and structured process. As in the past, the group agreed that it was critical to uphold the requirements of the Equestrian Australia Constitution, Australian law, and strong governance principles.

The group also recognised that except for the Chair, each Nominations Committee member may know one or more of the candidates and thus a Conflict of Interest may exist. This is brought about by the requirements of the Constitution in selecting Nominations Committee members and is therefore unavoidable. The Chair outlined the importance of the group remaining impartial while also using its collective knowledge effectively.

During this process, Nominations Committee Member Brad Frankum disclosed a personal conflict, whereby he had inadvertently publicly supported one of the candidates. He asked to be removed from the interview process as a result, so as not to unfairly influence the process in any way. This was accepted by the Chair.

Brad Frankum remained involved in other aspects of the process that did not involve interviews or decisions on candidates. The Chair and Committee is fully confident that a fair and objective process was followed.

As a result of these discussions and considering the wide experience of the group in Equestrian, other sport, governance and business, the Nominations Committee determined to carefully consider the overall impact and benefit to Equestrian Australia and its Members that each candidate could bring.

To assist in doing this, the Nominations Committee utilised the Skills and Diversity Matrix, along with a set of prepared questions. The Nominations Committee reviewed the applications from the candidates and used these tools in the decision-making process.

The Nominations Committee then determined to interview all six remaining candidates.

The candidates were interviewed on Wednesday 9 and Thursday 10 October 2024. Each candidate was interviewed for 25 minutes, and Interview Notes were taken. At the conclusion of the Interviews, the group discussed the suitability of each candidate for an Elected Director position, based on the process outlined above.

Selection of Candidates for Nomination to the Board

Section 23 of the Constitution deals with the nomination of Elected Directors. Section 22 deals specifically with the role of the Nominations Committee.

Using the Constitution and having consideration for the process outlined above, the Equestrian Australia Nominations Committee has determined that the following candidates are suitable to be put forward on the Equestrian Australia 2024 AGM Ballot Paper:

- Bernadette (Bernie) Hearn;
- Geoff Edwards;
- Christie Freeman;
- Lucy Galovicova;
- Ron Fleming; and
- Nicholas Ballard.

In the opinion of the Nominations Committee, these candidates bring the appropriate mix of skills and experience that the sport needs to meet its Strategic Plan and Objectives.

Holding an Australian Director ID

As Board Directors and Members will know, ASIC now requires all Directors of Australian Companies to hold a Director ID.

In this process, two candidates put forward their nominations without noting their Director ID. It was not known at the time of receiving the nominations whether this was because they had simply not submitted it or in fact did not hold a Director ID.

ASIC dictates that a person can be nominated for a Board position without having a Director ID, however, they must apply for and obtain their Director ID before they can actually be appointed formally as a Director. This means someone could be nominated without a Director ID, but the appointment cannot be finalised until they have obtained it. Therefore, if a person is successful in their nomination and due to be appointed, they must apply for and obtain their Director ID before they assume the position.

In this case, the candidates concerned have undertaken to obtain Director ID's. Should they be elected, they will be eligible, assuming that they are able to obtain the Director ID.

For future elections, the view of the Equestrian Australia Nominations Committee is that a Director ID be a mandatory requirement for successful nomination. Apart from simple good governance, a situation may occur where a person is elected at the AGM without a Director ID, and is then unsuccessful in gaining one. In such a case, a further election would be required to elect a replacement.

Therefore, we recommend that the Board considers that for future Board elections, any candidate must have a current Director ID already and supply this as part of their nomination.

Conclusion

Equestrian Australia continues to have strong quality candidates putting themselves forward to serve the sport. The Nominations Committee was impressed with the approach, passion and insights of the candidates.

The Nominations Committee feels that a thorough and professional process has been undertaken. The Chair of the Nominations Committee has undertaken to provide feedback to any Candidate that may seek it.

We therefore present this Report as a record of our deliberations and wish the Board, management and Members of Equestrian Australia good luck in their work.

Yours sincerely,

A handwritten signature in black ink that reads "Ned Coten". The signature is written in a cursive, flowing style with a period at the end.

Ned Coten

Chair, Equestrian Australia Nominations Committee