

Appointed Council Member

Policy	CNL-APT: Appointed Council Member
Version	1.0
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Introduction

This Policy sets out the following matters:

- Key principles for an Appointed Council Member
- Terms of appointment
- The Appointment Panel
- Appointment process

Key principles

1. Council must undertake a skills and diversity gap assessment following the annual Council election at the AGM
2. Council has the option to appoint up to two Council Members to fill skills or diversity gaps identified in the assessment. One may be appointed following the 2018 AGM and a second one following the 2019 AGM
3. An Appointment Panel will be convened to bring a recommendation of an Appointed Council Member to Council for a vote. If Council does not vote to approve an Appointment Panel recommendation it may request that the Appointment Panel conduct the process again
4. The Appointment Panel will consist of five panellists and must have a majority of non-Council Members
5. A vacancy for an Appointed Council Member must be advertised to members of InternetNZ as well as more generally, to help create the widest possible pool of potential applicants
6. An Appointed Council Member will have the same rights and obligations as an Elected Council Member except that they may not vote on the appointment of another Appointed Council Member
7. An Appointed Council Member must become a member of InternetNZ and must maintain that membership throughout their appointment term

8. An Appointed Council Member will generally be appointed for a two year term
9. The appointment (and removal, as the case may be) of Appointed Council Members requires six of the nine Officers and Elected Council Members to vote in favour of the appointment (or the removal as the case may be).
10. Where a vacancy of an Appointed Council Member position arises Council is not obliged to fill it. If it wishes to fill the vacancy, Council will first update the skills and diversity gap assessment (if the Council's composition has changed since the outgoing member was appointed), and may choose either to appoint for a new two-year term, or appoint for the remainder of the term.
11. At the conclusion of the two-year term the Appointed Council Member may be re-appointed for additional two-year terms subject to a vote by Elected Council Members. If an Appointed Council Member resigns or is removed by Council during their term, then Council should instigate the assessment and appointment process.

Terms of Appointment

- An Appointed Council Member will be appointed for two-year terms
- The maximum consecutive term for appointment is four two-year terms

Appointment Panel

- A standing committee of the Council
- Five members
- Standing members will be the President or Vice President and one other Officer or Elected Council member
- Additional members will be:
 - Two InternetNZ Fellows, who are not currently employed, contracted, or volunteering in a governance or staff capacity within the InternetNZ Group
 - an independent, experienced governance practitioner who is remunerated on a consultancy basis
- Will be supported by InternetNZ staff

Appointment Process

A four stage process

1. Council considers the diversity and skills gap assessment conducted following the AGM, and then recommends to the Appointment Panel the skills, experience and other attributes it believes are desirable in the appointee. If a current Appointed Council Member is being considered for reappointment, the President should also provide confidential advice to the Appointment Panel about the performance of the Appointed Council Member.
2. The Appointment Panel conducts a search, shortlisting, interview and due diligence process to select a single candidate for each vacancy, and provides substantive documentation on recommended candidates to enable an informed decision to be made by Council.
3. The Council accepts or rejects the nomination(s). In the event that it rejects a nomination, the Council will instruct the Appointment Panel to conduct the process again – the Council does not short-cut the process by making its own selection.
4. Notification to the successful appointee, notification to unsuccessful candidates and public announcement of the appointment.

Further details for some of the stages are set out below.

Stage 1

Stage 1 should generally commence at least one month prior to the expiry of the current term of an Appointed Council Member and following the skills and diversity gap assessment. This means the term of an Appointed Council member will generally start, and end, more than a month after an AGM.

Stage 2

The Search Process

- The widest possible canvassing for high quality candidates should be undertaken.
- Potential appointees can be identified in various ways including:
 - advertising the vacancy to members on the InternetNZ website
 - advertising the vacancy publicly in other relevant publications/websites
 - advertising the vacancy with the Institute of Directors
 - seeking suggestions from current Council Members
 - seeking suggestions from the Institute of Directors

- seeking names from professional networks or personal contacts
- All candidates' expectations should be carefully managed throughout any personal contact so that there is no implication or expectation of appointment.

Information from Candidates

- It should be clear to all candidates the information that is sought from them so that there can be a consistent review of the qualities and skills of all candidates.
- Candidates should be asked to identify whether they (or a partner, child or other close family member or friend) have or are likely to have any financial, personal or professional interests that might create a conflict if they were to be appointed.

Shortlisting

- All candidates should be assessed against the same critical requirements for the role. The potential for conflicts of interest should also be considered at this stage.

Interviews

- Interviews should be handled in a consistent way and against clear criteria, so that fair comparisons can be made of all short-listed candidates.
- The membership of the panel for an appointment should remain the same, unless exceptional circumstances arise.
- An objective record should be kept of all interviews.

Recommendations to Council

- The Appointment Panel will provide appropriate documentation to the Council to enable it to make an appointment to each available Appointed Council Member role.
- The Appointment Panel may choose to rank appointable candidates and make recommendations on its preferred candidate (or candidates when there are two Appointed Council Member positions available) for appointment.
- The Appointment Panel will be clear where applicable which of the available Appointed Council Member roles it recommends a specific candidate for, and the reasons for this.

Stage 4

Letter of appointment

- A letter of appointment should be sent from the President of InternetNZ to the new Appointed Council Member setting out as a minimum:
 - the position being appointed to and a role description
 - the term of appointment
 - the fees relating to the appointment
 - a clear indication that there is no guarantee of appointment for a further term
 - termination reasons and procedures.
- Existing Appointed Council Members being re-appointed should be sent a similar letter though the level of detail required would be less.

Unsuccessful candidates

- Advising unsuccessful candidates should be left until after Council has made the appointment decision in respect of the vacancy. The notification should then be done promptly and sensitively.
- Where a person has been interviewed the President or another nominated member of the Appointment Panel should speak to the unsuccessful nominee. In all cases, a letter should be sent notifying the unsuccessful candidates of the decision of non-appointment.
- The notification of unsuccessful candidates must occur prior to any public announcement of an appointment being made.

Re-appointment of Appointed Council Members

- Appointed Council Members should not be given any expectation that they will be offered a subsequent term of appointment.
- There is a balance between the benefits derived from continuity of service on Council, the value of Council gaining new ideas and perspectives, and the need to avoid Council losing experience. Council's goals, its overall skills needs, and/or an Appointed Council Member's performance may have changed since their term began.
- Where a reappointment is being considered, the following points should be considered by the Appointment Panel:
 - The number of terms already served

- Is the current Council Member role description, the mix of skills within Council and the contribution made by the incumbent still relevant to the work of Council?
- How well does the current composition of Council match the current and future work programme, governance requirements and general needs of InternetNZ?

Induction

Induction of new Appointed Council Members is the responsibility of Council and InternetNZ staff.

Council must have a comprehensive induction programme to help new Appointed Council Members contribute confidently to the work of Council.

Conflict of Interest

Council places importance on making clear any existing or potential conflicts of interest for its Council Members. Appointed Council Members should not have a conflict of interest that could give rise to challenges of conflicts of interest.

Details of the Conflict of Interest policy are provided in the InternetNZ governance policy CNL-COI-Conflicts-of-Interest.