

Memo



To Association Memo Distribution List
(Association Executives, Delegates, Netball NSW Board Members and Netball NSW Life Members)

From Stuart Corbishley - Netball NSW Company Secretary

CC Louise Sullivan – Netball NSW President, Tracey Scott – Netball NSW Chief Executive Officer, Tim Fava – Executive General Manager Community and Pathways, Lucy Sayers – Policy and Member Protection Manager

Date Friday, 20 January 2023

Re **Election Notice – 2023 Netball NSW Board Elections**

Call for Nominations

In accordance with The New South Wales Netball Association Limited (**Netball NSW**) Constitution (V1.13.2022) and the Netball NSW Election and Voting Policy, nominations are now invited from eligible individuals who wish to be considered for election as an Elected Director of Netball NSW with effect from the conclusion of the Annual General Meeting (**AGM**) of Netball NSW to be held on **Saturday 18 March 2023**.

Terms used in this Election Notice bear the same meaning given to those terms in the Netball NSW Constitution or in the Netball NSW Election and Voting Policy (as the case may be), unless separately defined in this Election Notice or the context requires otherwise.

Key Dates Summary

- Nominations for the position of Elected Director open at **9:00am (AEDT) on Friday 20 January 2023** and close at **9:00am (AEDT) on Friday 3 February 2023**.
- Voting Instructions will be sent via email to all Association Presidents and Secretaries (unless an Association has nominated an alternative person prior to Wednesday 1 March 2023), Netball NSW Life Members and Netball NSW Directors on Wednesday 1 March 2023.
- The Ballot will open at **10.00am (AEDT) on Friday 3 March 2023**, with voting closing at **5.00pm (AEDT) on Friday 17 March 2023**.

Available Elected Director Positions

In accordance with the Constitution, two (2) Elected Director positions are available to be filled at the 2023 AGM. The candidates elected to fill these positions will serve a term of **three (3) years**.

The terms of appointment of the following current Elected Directors expire at the AGM:

- Catherine Matthews
- Vincent De Luca OAM

Both Elected Directors are eligible to re-nominate for the position of Elected Director in accordance with Clause 14.4(b) of the Constitution.

Eligible Candidates

Nominations for the positions of two (2) Elected Directors are invited from eligible individuals who, in accordance with Clause 14.3 of the Constitution, meet the following qualifications of Directors:

- Must be a member of an Affiliate Member.
- Must be at least 18 years of age;
- Must not be a direct employee of Netball NSW;
- Cannot be an officer (as defined by the Act) or an Office Bearer of any Affiliate Member, Interested Member or Community Member or hold an equivalent position in circumstances where the Affiliate Member, Interested Member or Community Member is not a corporation; and
- Must not have been the CEO of the Company within the previous three years.

Netball NSW has a commitment to securing and maintaining a Board that has a balanced set of skills to represent its members and their interests. As an organisation, Netball NSW is committed to innovation, corporate governance and to be the benchmark in performance for state sporting bodies in Australia.

Candidates with skills and experience in the areas described in the Preferred Director Skills and Experience document set out in Appendix A to this Election Notice will be preferred and highly regarded.

Nominations Process

Nominations must be submitted in writing using the 2023 Director of Netball NSW Nomination Form set out in Appendix B of this Election Notice (**Nomination Form**) and must be signed by the nominee and the proposers of the nominee (who must be two (2) Voting Members of Netball NSW who are at least 18 years of age). All completed Nomination Forms must be accompanied by details of the nominee's relevant experience and qualifications as outlined in the Nomination Form, a policy statement **not exceeding 750 words** and an appropriate quality headshot photograph (preferably in JPEG format).

Nominees for Elected Director positions must also complete, sign and submit the Consent to Act as a Director and Disclosure Form that forms part of the Nomination Form. This form is reproduced in Appendix B of this Election Notice.

The **Nomination Form** and **Consent to Act as a Director and Disclosure Form** can also be downloaded from the Netball NSW website.

Nominations for the position of Elected Director open at **9:00am (AEDT) on Friday 20 January 2023** and close at **9:00am (AEDT) on Friday 3 February 2023** and the completed and signed Nomination Form (including the signed Consent to Act as a Director and Disclosure Form, an appropriate quality headshot photograph and any other accompanying documents) should be lodged with Netball NSW's Returning Officer (Stuart Corbishley) within the prescribed time period for lodgment by one of the following delivery methods:

By Email (preferred): addressed to the Netball NSW Returning Officer – Stuart Corbishley at elections@netballnsw.com.

By Post: addressed to the Netball NSW Returning Officer – Stuart Corbishley at PO Box 396, Lidcombe, NSW, 1825

Nominations must be received by the Returning Officer by no later than the closing date of 9:00am (AEDT) on Friday 3 February 2023. Please also note that any nominations received prior to the opening of the nomination period at 9:00am on Friday 20 January 2023 will be rejected.

Note: It is the responsibility of senders to ensure that their nomination reaches the Returning Officer before the deadline for nominations. You may call (02) 9951 5000 to check.

Nominations can be withdrawn by nominees by notice in writing to the Returning Officer **by no later than 9:00am (AEDT) on Monday 6 February 2023.**

Voting Instructions

The election of Elected Directors will be conducted by the Returning Officer approved by the Netball NSW Board of Directors (Stuart Corbishley) using the Election Runner online voting system provided by Netball NSW's external online voting services provider. The results will be declared at the AGM to be held in hybrid format at 9:00 am on **Saturday 18 March 2023 at Netball Central, 2 Olympic Blvd, Sydney Olympic Park.**

Please note that voting instructions and access to Ballot materials for both the election of Elected Directors will be sent via email to all Association Presidents and Secretaries (unless an Association has nominated an alternative person prior to Wednesday 1 March 2023), Netball NSW Life Members and Netball NSW Directors on **Wednesday 1 March 2023. The ballot opens at 10:00am on Friday 3 March 2023**, with voting closing at **5:00pm (AEDT) Friday 17 March 2023.**

If you have any queries on the contents of this Election Notice, in the first instance, these should be directed to Stuart Corbishley by phone on (02) 9951 5000 or via email at elections@netballnsw.com

If you have any queries on the online voting system, in the first instance, these should be directed to Lucy Sayers, Policy and Member Protection Manager (on behalf of the Online Voting Returning Officer) by phone on (02) 9951 5073 or via email at policy@netballnsw.com.

Stuart Corbishley

Netball NSW Company Secretary

Netball NSW Returning Officer and Online Voting Returning Officer

(02) 9951 5000

elections@netballnsw.com

Appendix A - Preferred Directors Skills and Experience

Preferred Directors Skills and Experience

As part of the Nominations Committee process, and consistent with the governance changes approved by the members at our November 2022 Council meeting, the Committee's role will include the task of identifying candidates to fill Director vacancies (including casual vacancies) and assessing all nominees for Director vacancies.

Netball NSW Skills Matrix

In accordance with Clause 14.5(c) of the Netball NSW Constitution, the Nominations Committee must utilise a skills matrix as part of its assessment of nominees for Director vacancies.

A skills matrix identifies:

- the skills, knowledge, experience and capabilities desired of the Board; and
- any gaps in skills or competencies that can be addressed in future director vacancies,

to enable the Board to meet both the current and future challenges of Netball NSW. The creation of a board skills matrix is an opportunity for considered reflection and productive discussion on how the board of directors is constituted currently and also how it believes it should best be constituted in the future to align with the strategic objectives of our business.

The Board skills matrix should always be tailored to the unique circumstances and requirements of the company concerned.

For Netball NSW, this process involved the current Netball NSW Directors firstly identifying the priority skill areas for the Board based on Netball NSW's strategic focus and other identified factors that should be included as part of the Skills Matrix to form part of the Nominations Committee's review for the 2023 Netball NSW Board Elections.

The current Netball NSW Directors then each individually completed a Board Expertise and Personal Attributes Self-Assessment. Each Director assessed up to their top five areas of expertise within the criteria provided and the consolidated Board Skills Matrix is set out at **Figure 1** of this Election Notice reproduced below.

The Board as a whole then undertook a review of the self-assessment results as part of an overall collaborative approach to assessing board skills and gaps for the upcoming 2023 Elected Director election round to provide that feedback to the Nominations Committee.

Figure 1 is therefore not intended to be read as an exhaustive list of potential skills and experience that a Director might bring for Netball NSW, but the ones your current Board determined to be the most important at the present time. Similarly, the number of Directors that hold a particular skill is not required to be balanced or equal as this will also depend on a number of factors.

Figure 1 – Current Netball NSW Board Skills Matrix

Executive Management/Commercial Acumen/Strategic Thinking	X	X	X	X	X	X	X	X	X
Non-Executive Experience	X	X	X	X	X	X	X		
Financial & Accounting Expertise	X								
Leading Change	X	X	X	X					
Risk Management & Compliance	X	X							
Legal Expertise	X	X							
Human Resource Expertise	X	X							
Brand, Marketing & Business Development	X	X	X	X					
Communications & Media									
Sport Innovation Expertise	X								
Technology/Data/Digital Expertise	X	X							
Profile, Reputation, Capacity to Influence	X								
Succession/Interest in President Role	X	X	X						
Community & Stakeholder Engagement	X	X	X	X	X	X	X	X	

After the completion of the Netball NSW Board Expertise and Personal Attributes Self-Assessment, and the feedback by the current Board for the 2023 Election round, the Nominations Committee has completed its oversight review of the skills audit, paying particular attention to the skills of the Directors coming to the end of their term. This review has highlighted the following areas of expertise as those of greatest priority for 2023 Elected Directors of Netball NSW to ensure an appropriate skills balance and succession planning for Board composition and renewal.

The four (4) identified preferred skills and experience set out below are in no particular order:

1. Profile, Reputation and Capacity to Influence (Government Relations)

High level reputation and networks in government, business and relevant sporting industry organisations and the ability to effectively engage and communicate with those stakeholders to advance Netball NSW.

Experience in and/or knowledge of government processes and public policy, relevant Government legislation, stakeholder engagement with Government, experience in advocating to Government and/or leadership of Government engagement activities.

2. Communications & Media

A broad range of communications and media experience including experience leading the implementation of media and/or communications strategies and/or operating an eCommerce business.

3. Technology, Data & Digital Expertise

Understanding of and experience with the rapidly changing nature and use of technology, data and digital platforms and their impact on Netball NSW and the sporting industry.

4. Sports Innovation Expertise

Understanding of current drivers of change and innovation in the sport business arena. Ability to develop innovative approaches and solutions in response to problems, market demands and opportunities.

General Guiding Principles for Board Roles

All candidates must have a genuine interest in, and a broad understanding of, Netball in Australia or the broader sporting industry, strong business acumen supported by demonstrable strategic aptitude, financial literacy, a sound understanding of good governance and well-developed communication skills.

In addition to the areas of skill or expertise noted, involvement in either high-performance (particularly experience as an athlete, coach, umpire and/or official), pathways development or deep understanding of and experience at the community level within a Netball environment will also be highly regarded.

In addition, candidates should possess the following personal attributes:

- A commitment to the highest standards of governance and integrity;
- Well-developed strategic thinking capabilities and ability to contribute to the effective decision making of the Board;
- Excellent communication skills with a collaborative approach;
- Preparedness to ask questions and challenge management and peer Directors in a constructive and appropriate way about key issues;
- Capacity to leverage professional networks to promote and grow Netball NSW by creating opportunities for both financial and other support;
- The ability to work as part of a team, and commit to acting with respect for Management, peer Directors and relevant organisational and Board processes;
- Demonstrated passion and time to make a genuine and active contribution to the Board; and
- Act in a manner consistent with a Director's role as custodian of the organisation and the game and appropriately represent Netball NSW. The Netball NSW Director Code of Conduct is available upon request.

At Netball NSW we are committed to creating a diverse and inclusive environment which reflects the community we serve. We actively promote gender diversity in our workplace, the employment of Aboriginal and Torres Strait Islander peoples, and the employment of people with a disability. We welcome and encourage applications from all people regardless of age, gender, ethnicity, cultural background or sexual orientation.

We encourage interest from candidates from regional areas of New South Wales.

Eligibility

Pursuant to Clause 14.5(a) of the Netball NSW Constitution the Nominations Committee has the power to determine that a nomination is unsuitable for further consideration by the Company, the Directors or the Members (as applicable) but only if this decision is unanimous.

As set out in clause 5.3(d) of the Nominations Committee's Terms of Reference, a nomination will be eligible where it meets the skill, expertise and personal attribute sets required and identified in the Netball NSW Board Skills Matrix. Where a nomination fails to satisfy the criteria, the Nominations Committee may determine that

the proposed candidate is ineligible to stand for election to the Netball NSW Board in the year that the proposed candidate has nominated for the position.

Board Requirements

For 2023 it should be noted that Board meetings are scheduled for approximately every 6 weeks and additionally Directors will be appointed to one or more Board Committees which meet as required; being:

- Audit and Risk Committee;
- SSN Elite Club Commercial Committee;
- Governance Committee;
- People and Culture Committee; and
- Nominations Committee.

Dates for conflict checking are available on request.

All nominations will be assessed in accordance with Clause 14.5 of the [Netball NSW Constitution](#).

The current members of the Nominations Committee are:

- Alicia Gregory, Independent Chair
- Sallianne Faulkner, Netball NSW Director
- Clare McCabe, Member Representative and President Men's Netball NSW

Yours faithfully,

Alicia Gregory

Independent Chair

Netball NSW Nominations Committee

2023 Director of Netball NSW Nomination Form

Personal Details

First Name	<input type="text"/>	Surname	<input type="text"/>
Address	<input type="text"/>	Suburb	<input type="text"/>
Postcode	<input type="text"/>		
Association	<input type="text"/>	Club	<input type="text"/>

Contact Details

Home Phone	<input type="text"/>	Work Phone	<input type="text"/>
Mobile	<input type="text"/>	Email	<input type="text"/>

Nomination Details

Please provide details of your netball or general sport experience and qualifications at all levels:

<input type="text"/>
<input type="text"/>
<input type="text"/>

Please provide a list of your academic qualifications:

<input type="text"/>
<input type="text"/>
<input type="text"/>

Please provide details of work-related experience, governance experience or other experience in each of the below skill sets where applicable.

Note, you are not required to complete every section, only those relevant to your skill and experience.

Profile, Reputation and Capacity to Influence (Government Relations)

<input type="text"/>
<input type="text"/>
<input type="text"/>

Consent to Act as Director and Disclosure Form

The Board of Directors

The New South Wales Netball Association Limited ACN 001 685 007 (Netball NSW)

In accordance with Section 201D of the Corporations Act 2001 (Cth) (**Act**), I hereby notify my consent to act as a Director, if elected or appointed, to the Board of Netball NSW. If my election or appointment is successful, I request you to table at the next meeting of Directors of Netball NSW and record in the Company Register the following information:

1 Personal Details

Name	<input type="text" value="Click or tap here to enter text."/>
Residential Address	<input type="text" value="Click or tap here to enter text."/>
Business Occupation	<input type="text" value="Click or tap here to enter text."/>
Date of Birth	<input type="text" value="Click or tap to enter a date."/>
Place	<input type="text" value="Click or tap here to enter text."/>

2 I am an officer or member of the following corporations and firms and must be regarded as interested in any contract with these corporations or firms. I have also set out the nature and extent of my interest:

3 The offices and property that I hold where duties or interests might be created in conflict with my duties or interest as a director of the Netball NSW, and the nature, character and extent of the conflicts are:

4 As required by the Act, I disclose my direct or indirect interest in the following contracts with Netball NSW:

5 I give you general notice that I am an officer or member of the under mentioned corporate(s) and firm(s) and should be regarded as interested in any contact which may be made with that corporation(s) or firm(s).

Click or tap here to enter text.

6 I give you further notice that I possess the undermentioned property and hold the following offices whereby duties or interests might be created directly or indirectly in conflict with my duties as a Director of Netball NSW.

Click or tap here to enter text.

7 I understand that if elected or appointed as a Director of Netball NSW that I will be assuming a range of legal responsibilities and I agree to act honestly and diligently in my performance of those legal responsibilities.

Click or tap here to enter text.

8 I acknowledge that service on the Board of Netball NSW will include but is not limited to:

- Bimonthly Board Meetings
- Sub Committee Meetings – *dependent on the subcommittee there is at least 4 meetings held annually.*
- Attendance to Suncorp Super Netball home games for both the NSW Swifts and GIANTS Netball
- Attendance to various ceremonial events.

Click or tap here to enter text.

Signature

this

day of

Note: Any changes in relation to the above must be advised to Netball NSW in writing within fourteen (14) days of becoming aware of this change. Delay in advising of any change may result in a fine from the Australian Securities and Investments Commission.