Invitation to Nominate
for election to the GRC Institute Board 2018

Background

The GRC Institute has a long and proud history as the premier body representing compliance and risk professionals in Australia, New Zealand, Hong Kong and Singapore. During this time, we have grown significantly and established additional facets to our business to build and support the profession and each member's professional growth.

The GRC Institute Board is made up of the Managing Director and nine members, elected from a diverse variety of backgrounds, who represent their fellow GRCI members.

These directors:

- Provide governance for GRCI
- Articulate the strategic direction for GRCI
- Provide guidance, oversight and support to the MD and GRCI team
- Promote and champion GRCI within their networks and organisations
- Represent GRCI in the wider professional community at GRCI events and, occasionally, in external meetings or speaking on behalf of GRCI.

Your invitation to serve the GRC Institute

Members are invited to nominate to serve on the board. **A term of service is usually three years**. Board members are able to stand for re-election at the end of their first term and serve a maximum of two consecutive three-year terms. This has been designed to ensure the continuance of adequate corporate memory whilst balancing the need to regularly infuse the board with fresh thinking and new perspectives.

The GRCI membership consists of people from a diverse range of industries and occupations, with equally diverse skill sets and qualifications. Director candidates need to exhibit a desire to get involved with Board committees, sub-committees, BAU projects and bringing a sense of energy and expertise to support the GRCI's goals. Being an honorary position, directors need to be self-starters, passionate about risk & compliance disciplines and can add value to the business of the Institute and its members.

Serving on the GRC Institute Board as an effective director requires:

- Your time – to prepare for, attend meetings and undertake relevant action items
- Actively engage in Board discussions and debates
- Be prepared to represent the profession both internally and externally
- Be prepared to serve on one of the other Board Committees (Finance, Audit & Risk, M&A or key working groups as required. These may meet monthly in addition to the Board meetings.)
- Have an understanding of the needs of the profession

Meeting frequency:

- Monthly meetings for approximately two hours (Except for December).
- Annual General Meeting and follow up Board meeting (Held immediately prior to or during the Annual Conference)
- Strategic Meeting – February each year for (between a half to one day).

In addition to serving the membership, being a GRC Institute director also enables members to enjoy further professional growth. A directorship at the GRCI is the perfect 'launch pad' for compliance professionals who are looking to build a profile for future commercial board roles. Not only are you expected to contribute expertise to the role of the Board, but you will build your governance skills working with experienced directors and the Institute Executive.

If you feel that you have the desire and qualities to serve on the GRC Institute Board we would encourage you to nominate for election. **Any Voting Member*** can nominate for election by following the conditions on the nomination form. Please find on the following pages information about the conditions required to be met to nominate, how to nominate and the processes that will be adopted.

* Means that members must have paid their renewal for 2018 – 2019 as per the GRC Institute Constitution.

The Composition of the Board & Positions available for nomination

Section 12 of the GRC Institute's Constitution dictates that the GRCI Board will be made up of nine Members, not being Student Members, elected by the Members in accordance with Section 14, plus the Managing Director. Each year a minimum of two vacancies will be declared. This will include:

a) all persons seconded as Directors since the last election;

b) all Elected Directors who have served three years since their last election;

c) all Elected Directors who have served 6 years consecutively on the Board; and

d) in the event that there are less than two vacancies arising as a result of (a), (b) and (c) above, those Elected Directors who have equally served the longest will draw lots to determine whose positions will be declared vacant.

Notwithstanding the geographic voting provisions in the GRC Institute Constitution, the Constitution provides that all directors represent their fellow members equally. All members can nominate for the positions that are vacated each year, providing they, as well as their nominators, are **Voting Members** of GRCI.

For the 2018 election there will be a minimum of three positions available for nomination.

General Notes regarding the Composition of the GRC Institute Board

As per Section 12 of the GRC Institute Constitution, no more than two individuals who represent, are members of, or are employed by the same Business, Regulatory Authority or partnership may be members of the GRCI Board at the same time as each other.

Also, as mentioned previously, the term for directors is three years with no director allowed to serve for more than two consecutive terms, except in the situation where a director is seconded by the board to fill a casual vacancy, in which case the term will be extended until the next election.

How to Nominate

Members can nominate to stand for election for any of the positions vacated above, however, as mentioned, to nominate for a position, the member **and** their nominators must be **Voting Members** (see previous notes).

Directors are not only responsible for the governance of the GRC Institute, but are the public representation of its members. The conduct of the GRCI Board members must be exemplary and should not bring the GRC Institute or its members into disrepute. Nominees need to be able to attest that they have and will continue to uphold the GRCI Code of Ethics and that they will be able to comply with the Board Code of Conduct, a copy of which can be found on the GRCI website (www.thegrcinstitute.org) on the 'About' page under 'GRCI Codes and Policies'. In addition, they must be able to attest that they have never been guilty of conduct unbecoming of a Member, or prejudicial to the interests of the GRC Institute.

The GRC Institute's Board also engages in an **annual election of office bearers** immediately following the GRCI AGM and nominees should arrange their diaries to be able to attend this important session immediately following the AGM to be held in Sydney on the **17th of October 2018.**

Lastly – all nominees and their nominators must be 'Voting Members' of the GRC Institute. This means that they need to have paid their membership fees for the 2018 - 2019 year.

Nomination of candidates for election as a director must be made in writing using the nomination form on the last two pages of this document, signed by two Voting Members. It must be accompanied by the written consent of the candidate as an endorsement on the nomination form and delivered by email, post or fax to the Secretary prior **to the closing date for nominations** which will be **5 pm (Sydney time)** on the **27th of September 2018.**

It is the responsibility of the nominees to ensure their nomination is valid and is received on time. Late nominations will not be accepted.

Please do not contact the GRCI office to obtain nominators. Office staff members are not permitted to take an active role in the election process in favour of any individual nominees. If prospective nominees are looking for guidance as to how they can secure a nominator from the GRCI membership, it is suggested that they contact one of the existing Directors who would be pleased to discuss the best method of securing a nominator.

The GRC Institute office is not obliged to contact nominees if the form is not valid but may do so if resources permit.

You may:

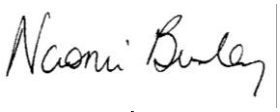
Post your nomination to: The Secretary, The GRC Institute, GPO Box 4117, Sydney NSW 2001

Fax your nomination to: The Secretary, The GRC Institute, +61 (2) 9262 3311

Email your nomination to: kelsey.clark@thegrcinstitute.org

Once again, we encourage all members to consider nominating to serve on GRCI's Board and we welcome a diversity of membership, background and skills. As with all volunteer activities at the GRC Institute, our aim is to ensure that the benefit you would receive from your service to GRCI is comparable with your commitment of time and input and we anticipate that the experience of serving on the board will be rewarding for GRCI, its members and importantly also, the directors.

Yours,



Naomi Burley

Public Officer and Managing Director

GRCI

COMPLIANCE | PROFESSIONAL | ALWAYS

2018 Election of Directors

The annual election for positions available on the Board of the GRC Institute is to take place **before** the Annual General Meeting scheduled for the 11th of October 2018. Voting will be through our secure online voting process and by fax and post. The results will be announced at the Annual General Meeting.

Nominations close at 5.00 pm (Sydney time) on the 27th of September 2018.

If the number of nominations received exceeds the number of vacancies to be filled, then a ballot will be held.

If the number of nominations received is less than the number of vacancies to be filled, then the candidates nominated will be deemed to be elected.

Candidate material and instructions for voting will be distributed to all members after the 22nd of September 2018 when voting will open and voting will close on the 12th of October 2018. All candidates will be advised of the results of the vote count so that those deemed duly elected can ensure they have made arrangements to attend the Board meeting to elect office bearers to be held following the AGM on the 17th of October 2018.

Elections for Directors will use the first past the post ballot system with the allowances for geographic inclusion as per section 14.9(b)(i) of the GRCI Constitution.

The number of votes entitled to be cast by each Member for candidates will be equal to the number of vacancies. For the 2018 election, there will be three vacancies.

The GRC Institute's Membership and Student Officer, Kelsey Clark has been appointed as the **Returning Officer** for the nominations and elections for 2018.

Nomination Checklist:

Before nominating:

- ☐ Am I a financial member?
- ☐ Do I know two other financial members who can nominate me?
- ☐ Do I have time to prepare for and attend the meetings?
- ☐ Familiarise yourself with the current vision and mission for GRCI.
- ☐ Do I know what I want to contribute and how I would do so?

Nominating:

- ☐ Form filled out and signed.
- ☐ Each nominator has also signed a filled out and signed copy (both signatures don't have to be on the same form and we will accept scanned copies of signed forms.)
- ☐ Filled out Bio, professional and contribution history and vision.
- ☐ Give yourself enough time to get it in on time!

Post nominating:

- ☐ If an election is held – vote and encourage other members to vote!
- ☐ Be prepared to attend the AGM and post AGM meeting if you are elected.

NOMINATION PROCEDURES

Qualification

1. Nominees and Nominators for candidature must be Voting Members (i.e. their membership must be current for the year 2018 – 2019)

Forms

2. Please complete the Nomination Form. Nominations will only be valid if submitted on this form.
    a. You may stand for any vacant position
    b. You may use one or more forms to complete your nomination
3. Nominees must indicate their agreement to uphold the GRC Institute Code of Ethics, the Board Code of Conduct and attest that they have never been guilty of conduct unbecoming of a Member, or prejudicial to the interests of GRCI.
4. Nominees must sign assent to their nomination.
5. At least two Nominators are required.
6. Nominators must identify their membership status and sign where indicated.
7. Nominators need not sign the same physical form as the Nominee, or each other.
8. Completed forms must be forwarded to the Secretary GRCI by **5.00pm Sydney Time, the 27th of September 2018** together with a short biography, compliance experience and vision for the GRC Institute. These will be circulated to Members with the voting papers.

It is the responsibility of members to ensure that their nomination, by which ever method, arrives safely. If you require confirmation of receipt please contact the Returning Officer to obtain this as no automatic confirmation will be sent.

It is the responsibility of the member to ensure that their nomination is valid, that they are entitled to nominate other members or be nominated and that their details are clear or their nomination may be declared invalid by the Returning Officer. The Returning Officer or any other officers of the GRC Institute are under no obligation to contact members whose nominations are invalid, although they may do so at their discretion.

Members must be Voting Members (i.e. have paid their annual subscription fees to 30 June 2019) at the time of nominating for their nomination to be valid.

If members are uncertain of their financial status they can contact the GRC Institute Office on the numbers listed below or by email admin@thegrcinstitute.org for verification or to renew so that they may vote.

The decision of the Returning Officer is final and no correspondence will be entered into.

VOTING

- The list of candidates, detailed voting instructions and voting papers will be sent by email to all Members for whom the GRC Institute holds email addresses and by post to all others.
- All Members may vote for all positions.
- Voting may be carried out electronically, or by post or facsimile for those who do not have access to the on-line voting system.

COUNTING OF VOTES

- If the number of nominations received exceeds the number of vacancies to be filled, then a ballot will be held.
- If the number of nominations received is less than the number of vacancies to be filled, then the candidates nominated will be deemed to be elected.

Elections for Directors will use the first past the post ballot system with provision for inclusion of members outside of New South Wales and Victoria pursuant to section 14.9.

GRC Institute Office contact details: **Ph** +612 9290 1788 **email:** admin@thegrcinstitute.org

Nomination Form 2018

To: The Secretary
GRC Institute Incorporated

By email: kelsey.clark@thegrcinstitute.org
Fax: +61(2) 9262 3311 OR
Post: GPO Box 4117, Sydney 2001

Nomination Forms must be received by 5 pm (Sydney time) 27th of September 2018

Name			
Position			
Organisation			
Email			
Phone		Fax	
☐ I wish to stand for election to the GRCI Board at the 2018 elections. ☐ I consent to my nomination as a candidate for election to the GRCI Board ☐ I agree to uphold the GRCI Code of Ethics ☐ I agree to be bound by the Board Code of Conduct ☐ I attest that I have never been guilty of conduct unbecoming of a Member, or prejudicial to the interests of GRCI. ☐ I confirm that I am a Voting Member of GRCI.			
Signed		Dated	
Instruction to Nominators: Please indicate all of your current contact details.			
Nominated by		Signed:	
☐	I confirm that I am a Voting Member of GRCI.		
Phone		Email:	
Nominated by		Signed:	
☐	I confirm that I am a Voting Member of GRCI.		
Phone		Email:	

Office use only

Received		Valid		Entered in Database	
Signed					
Notes					

Short Biography

GRC Experience

Previous Contributions to the GRC Institute and the Profession

What I will contribute going forward as a Director

Skills, qualifications and knowledge I will bring to the Board

(Please take as much space as you need.)

I am GRCI Accredited:

- ☐ Associate
- ☐ CCP/CCRP
- ☐ CCP/CCRP (Fellow)
- ☐ None