



# **ASSOCIATE DIRECTOR GUIDE**

February 2023 • Version 1.9

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## 1 Purpose

The purpose of this guide is to provide members with an understanding of the pathway to becoming a Director of the Board of AIRAH via a Division Committee or Special Technical Group (STG), to an Associate Director, to a Director role.

It also outlines the nomination process for Associate Directors and the expectations and eligibility criteria for potential Board Director candidates.

## 2 AIRAH Convention

The AIRAH Convention comprises several Associate Directors who represent AIRAH's members. The Convention elects Directors to the Board of AIRAH from within their ranks.

Any voting member of AIRAH (i.e., a member, associate, fellow, or life member) may nominate for election as an Associate Director. Section 16 of the AIRAH Constitution determines the responsibilities and structure of the Convention.

## 3 AIRAH Board

The Board is the governing body of AIRAH, and its role is comparable to that of a company Board. It appoints and liaises with the Chief Executive Officer, sets regulations, and policies, sets strategic directions and monitors the organisation's financial sustainability and performance.

The Board meets four times per year and has one standing advisory sub-committee – the Audit, Finance, Risk and Policies Committee.

The Board consist of six (6) Directors – nominated from state Divisions STGs.

Board Director terms are two (2) years with a maximum of three (3) consecutive terms.

The responsibilities and structure of the Board are determined by the AIRAH constitution.

## 4 AIRAH National President / Chair of the Board

The Board elects its chair at the first Board meeting after the Annual General Meeting and the position is a two (2) year term.

## 5 AIRAH Division Committees

A Division Committee delivers specific services to the members of the Division within a geographic area. This may include facilitating professional interaction and delivering continuing professional development. See the AIRAH Constitution, section 19 for further details.

## 6 AIRAH Special Technical Groups

AIRAH has formed several Special Technical Groups (STGs) to provide specific support and strategic engagement to segments of the membership, based on areas of professional interest. STGs operate under a Board-approved Terms of Reference.

Additional information on AIRAH's STGs is available in Section 19 of the AIRAH Constitution.

## 7 Associate Director

The Associate Director forms an important link between the Division and STG committees and the AIRAH Board. An Associate Director represents a Division or STG at a national level via the National Reference Group and as a potential Board member at the AIRAH Convention.

Each Division and STG committee must elect an Associate Director who must be prepared to attend the Convention and stand as a Director of the Institute.

Associate Directors need not be members of the Division or STG committee. Associate Directors must also be prepared to attend the annual National Reference Group meeting.

The candidate must meet the requirements of the position description and be eligible to sit on the AIRAH Board if elected at the AIRAH Convention.

**Note:** Once elected, Board Directors remain as the nominated Associate Director for their committees.

## 8 National Reference Group

The National Reference Group consists of the members of the Board and the Associate Director from each of the Institute's Divisions and STGs.

The Role of the National Reference Group is to:

- i. Act as forum for considering the views of AIRAH members at large;
- ii. Participate in the Institute's strategic planning process;
- iii. Broadly comment and offer feedback when requested on initiatives of the Institute, within their field of interest and or expertise;
- iv. Recommend to the Board matters that can be placed on the reference group agenda; and
- v. Consider any matter referred to it by the Board.

The National Reference Group meets face-to-face at least once per year, coinciding with either the holding of the Institute's Annual General Meeting or the Institute's AIRAH Convention.

The responsibilities and structure of the National Reference Group are determined by the AIRAH Constitution, section 18.

Presidents of Division committees that are not Associate Directors and AIRAH management are invited to the AIRAH Convention as guests of the President to help formulate ideas and provide input to the National Reference Group. Only members of the National Reference Group can vote on issues that are raised.

## 9 Associate Director nomination process

Each Division and STG committee will elect a voting member as the Associate Director.

A call for nominations will be issued by the AIRAH office in December via the AIRAH website and in member communications.

The closing date for nominations should be no more than 28 days after nomination call out.

Members wishing to nominate for an Associate Director position should submit an [AIRAH Associate Director nomination form](#) and resumé prior to the closing date to the Company Secretary.

The Company Secretary shall contact the committee to conduct the nomination process if there is more than one nomination.

Where more than one nomination for Associate Director is received for a Division or STG, the committee will be issued with copies of the nominee applications and will vote on their preferred candidate. The committees may decide to invite the nominees to meet with them.

The Company Secretary will advise successful and unsuccessful nominees in writing.

Once elected, the Associate Director will be expected to attend the National Reference Group and AIRAH Convention where they will stand as a Director of the Institute if elected.

Tenure of an Associate Director will be for a two (2) year period.

## 10 Selection of Associate Director

Considerations for the selection of an Associate Director are:

- Does the nominee meet the eligibility criteria for serving as an Associate Director and future Board member?
- Does the nominee have the personal qualifications to meet the demands for which they are being considered?
- Does the nominee have a good record of attendance and participation within AIRAH activities, and has he or she demonstrated willingness to accept responsibilities?
- Will the nominee be able to attend the AIRAH Convention and National Reference Group meetings?
- If elected to the AIRAH Board, will the nominee be able to commit to the requirements of a Director?
- Will the nominee display leadership, for example by contributing to the attendance and promotion of AIRAH conferences and events?

## 11 Eligibility criteria for the Board

The key functions that a member of the Board will be expected to fulfil is as follows:

1. Strategy formulation
2. CEO selection, monitoring, evaluation, remuneration, and, when necessary, removal
3. Control and monitoring of organizational performance
4. Fiduciary oversight of the organization
5. Risk management
6. Compliance
7. Policy formulation
8. Networking
9. Communication with key stakeholder groups
10. Crisis control
11. Effective governance.

AIRAH members have the right to expect a candidate with good moral values and exemplary business ethics to represent them on a national level.

There are some key considerations that will benchmark the performance of the Board, including:

- The need to lay solid foundations for management and oversight.
- Structuring the Board to add value in terms of size, composition, and commitment.
- Promoting ethical and responsible decision-making.
- Safeguarding integrity in financial reporting.
- Timely and balanced disclosure of material concerning the organisation.
- Respecting the rights of the shareholders and facilitating effective ways for them to exercise those rights.
- Establishing a sound system of risk oversight, management, and internal control.
- Ensuring fair and reasonable remuneration, which defines the relationship between corporate and individual performance.

Candidates for the Board should demonstrate some or all the following (in no order):

- Finance/accounting literacy
- Strategy/business development experience
- Strategic marketing experience
- Legal/compliance/risk experience
- Strategy/leadership in technical experience
- CEO and general management experience
- General HVAC&R building services business connections
- HVAC&R building services industry experience
- Leadership
- Enthusiasm for the role
- Small business experience
- Understand AIRAH business (not just understand “business”)
- National coverage.

The Board requires the following (in no order):

- Non-executive Director experience
- Human resources experience
- Government policy and regulatory experience
- General government connections
- Non-profit sector management
- Exposure to doing business at a national level
- Proposal/grant seeking experience
- Public relations/communications experience
- Experience with RTO/education sector

## 12 Standing for the AIRAH Board

A call for nominations for Board Director positions will take place no later than 28 days before the AIRAH Convention by the Company Secretary, who will send all Associate Directors the full list of current Associate Directors eligible to be elected to the Board.

To nominate to stand for the AIRAH Board, an Associate Director (or a current Director when re-nominating) needs to inform the Company Secretary in writing by no later than 15 days before the AIRAH Convention of their intention to stand.

At this time, all Directors are also encouraged to provide a summary (of no more than 500 words) detailing their background/experience and why they want to stand.

At the time of the vote at the AIRAH Convention, an Associate Director that wishes to stand will also be able to give a brief summation (of no more than three minutes) of why they wish to stand and the value they will bring.

A list of candidates that have nominated to stand and their associated profiles will be distributed to all Associate Directors no later than ten (10) days before the Convention.

If the Associate Director is unable to be at the AIRAH Convention, they may teleconference in to deliver their nomination speech/proposal, or they may nominate the Company Secretary to deliver this on their behalf.

Associate Directors that are not able to be at the AIRAH Convention may teleconference into the election and vote. Alternately, they may appoint a proxy.

As per section 8 of the AIRAH By-laws:

- All Directors, except the Director appointed at the discretion of the Board, shall be elected by the Associate Directors.
- The Board shall consist of a maximum of seven (7) Directors:
  - a) Six (6) shall be elected from eligible Associate Directors
  - b) One (1) Director may be an appointment by the Board at the Board's discretion (referred to as the Discretionary Board Appointment).
- Directors will be elected as Directors at the Annual Convention.



- Directors shall serve a term of two (2) years with three (3) Directors standing for election at each alternative year.
- No individual shall be a Director for more than six (6) years consecutively.
- The Directors elected at the Annual Convention each year takes office from the date of the close of the AGM that follows the Annual Convention.

**Note:**

If the number of valid nominations received is equal to or less than the number of vacant positions to be filled, those nominees shall be deemed to be elected to those positions. Any remaining vacancies may be filled by the Board as a casual vacancy for a period of no more than twelve (12) months.

Elections shall be determined on a “first past the post” basis. In the event of a tie for the last available spot, an additional vote will take place to decide the outcome. If tied again, the Returning Officer will decide the outcome via drawing names from a hat (first drawn takes the position and so on if needed).

The Returning Officer in conjunction with the Company Secretary shall be responsible for counting the votes received and determining the eligibility of members to cast a vote. The Returning Officer will also determine whether any ballot received is informal and excluded from the count. A ballot paper is not to be excluded if the voter’s intention is clearly marked on the ballot paper.

The Returning Officer will not be a current member of the AIRAH Board.

The result or results of the election shall be advised on the AIRAH website as soon as practicable after the vote.

## How are AIRAH's Board Directors appointed?

The journey to be appointed onto the AIRAH Board of Directors has several steps. Below is a summary of the key steps on that journey. In addition to the process outlined here, please feel free to reach out to the AIRAH President ([president@airah.org.au](mailto:president@airah.org.au)) or Chief Executive ([ceo@airah.org.au](mailto:ceo@airah.org.au)) for a personal discussion or to help you answer any associated questions.

### A Review AIRAH's strategic objectives

Take some time to find out our organisation's goals and objectives by reviewing our Strategic Direction at [airah.org.au/strategicplan](https://airah.org.au/strategicplan)

### B Get involved with AIRAH

To support AIRAH's goals and objectives, join one of the many AIRAH committees dedicated to our [divisions](#), [Special Technical Groups \(STGS\)](#), or [conferences/forums](#). You can also nominate to [represent AIRAH](#) on an Australian Standards committee.

### C Review the Constitution

Gain insights into the context and structure of our organisation  
See: [AIRAH's Constitution](#)

### D Nominate and be appointed as an Associate Director

Each division and Special Technical Group is able to appoint one of their members to represent and contribute their group views as part of AIRAH's National Reference Group, and to attend the yearly National Convention.

### E Stand to be an AIRAH Board Director

As an Associate Director, you are eligible to nominate to stand for the three Board Director roles that are available at the yearly National Convention. For more information on being an AIRAH Board Director, please [click here](#).

We also invite you to find out more about AIRAH's Board and our leadership and governance at [airah.org.au/board](https://airah.org.au/board)

## 15 Summary of process from member to committees to Associate Director to the Board

**Note:** Dates are used as a guide. Please contact AIRAH's Chief Executive for the latest schedule.

What	When	Description	Notes
<b>Call for nominations for Division and STG committees</b>	End November	Call out will be made via the AIRAH website and other publications, including: <ul style="list-style-type: none"> <li>• Update emails</li> <li>• Direct emails</li> <li>• Ecolibrium articles</li> <li>• HVAC&amp;R News articles</li> <li>• Invitations to nominate.</li> </ul>	Nominations are to be sent to <a href="mailto:membership@airah.org.au">membership@airah.org.au</a>
<b>All Division and STG committee positions declare open for nomination</b>	End January	Meetings continue "as is" until new positions are elected at first meeting of the new year.	Each committee is spilled each year.
<b>Divisions/STGs meet and choose Chair, committee members, and Associate Director (to represent at the AIRAH Annual Convention)</b>	Mid-February	First meeting of the year is chaired by the outgoing chair.  If there is more than one nomination for a position, the committee votes on their preferred candidate.	Committee to complete and sign Division/STG charter for the year.  The AIRAH MSO will take minutes for Division meetings. STGs will appoint a secretary to take minutes.  <b>Associate Director</b> means an AIRAH member who is elected to the position of Associate Director by the Institute members in a Division or STG.  <b>Annual Convention</b> means a meeting held annually at a time and place to be nominated by the Board to be attended by the Associate Directors from whom the Directors are elected.
<b>Selection of Associate Directors for Division or STG committees to represent them at Annual Convention</b>	Mid-February	Nominees must submit resumé and a cover letter. They are also asked to respond to the AIRAH Associate Director Nomination Form (found on page 16 of this Associate Director Guide).	<i>(continued)</i>

<b>What</b>	<b>When</b>	<b>Description</b>	<b>Notes</b>
<b>Division and STG committees meet and complete committee charter</b>	Mid-February	AIRAH MSOs and STG secretaries are to complete their committee charter and return to the Company Secretary for Board review and approval.	The outline of the annual workplan must be included in the complete committee charter.
<b>Board advised of new committees</b>	End February	AIRAH MSOs and STG secretaries are to confirm committee appointments with Company Secretary and CEO.	Appointments communicated to AIRAH members via various new channels.
<b>All Associate Directors invited to the Convention and calls for nominations for vacant Board positions.</b>	End February	<p>Company Secretary sends invitations to Associate Directors and Divisional and STG chairs.</p> <p>Where two or more people hold the role of the Division or STG chair, for consistency only one may attend the convention.</p> <p>A call for nominations for Board Director positions will happen 28 days before the AIRAH Convention.</p>	<p>An Annual Convention is held annually for the purpose of the Associate Directors meeting to:</p> <ol style="list-style-type: none"> <li>i. Act as forum for considering the views of Members at large;</li> <li>ii. Participate in the Institute's strategic planning process;</li> <li>iii. Broadly comment and offer feedback when requested on initiatives of the Institute, within their field of interest and or expertise;</li> <li>iv. Recommend to the Board matters that can be placed on the reference group agenda;</li> <li>v. And consider any matter referred to it by the Board.</li> <li>vi. Elect Directors to the Board of the Institute.</li> </ol> <p style="text-align: right;"><i>(continued)</i></p>

What	When	Description	Notes
<p><b>Associated Directors who wish to stand for the Board</b></p>	<p>March</p>	<p>Associate Directors who wish to stand for the Board must nominate by no later than fifteen (15) days before the AIRAH Convention.</p> <p>Standing Associate Directors will also provide a summary of no more than 500 words on their background/experience and why they want to stand.</p> <p>A list of candidates and their associated profiles will be distributed to all Associate Directors no later than ten (10) days before the Convention.</p> <p>An Associate Director that wishes to stand will also be able to give a brief (no more than three-minute) summation of why they wish to stand at the AIRAH Convention.</p>	<p>Existing Board members that are on the Board must renominate if their two-year term is up. This includes the President.</p> <p>There is no call for nominations in a specific Division or STG where a sitting Associate Director is on the Board and they are mid-term.</p>

*(continued)*

<b>What</b>	<b>When</b>	<b>Description</b>	<b>Notes</b>
<b>Election of Board from Associate Directors</b>	End March	<p>Each Associate Director votes for the nominated vacancies via a blind ballot.</p> <p>Totals are counted (by Company Secretary plus one witness) and new Directors announced if there are clear winners based on first-round voting.</p> <p>If there is a tie for votes, second and third etc. round votes are undertaken (<i>amongst just those that are tied</i>).</p>	<p>Associate Directors that are not elected to the Board remain as Associate Directors until the next round of nominations.</p> <p>Associate Directors may vote for themselves.</p>
<b>Media release to advise of new Directors</b>	April	Communication via various news and media channels.	
<b>New Director(s) undertake on-boarding process</b>	Before AGM	Current President, CEO, and AIRAH staff take any new Board Director(s) through an on-boarding process on the details of the workings of AIRAH.	Includes the expectations of AIRAH Board Directors.
<b>AIRAH AGM</b>	May	New Directors attend AGM as an observer.	Newly elected Associate Directors due to join the Board are invited to observe at remaining Board meetings until they take their role.
<b>Australian Securities and Investments Commission (ASIC) advised of new Directors</b>	May	Company Secretary advises ASIC of new Board Directors and removes old Directors from ASIC register.	<i>(continued)</i>

<b>What</b>	<b>When</b>	<b>Description</b>		<b>Notes</b>
<b>Governance training</b>	As needed	All new Board Directors are expected to attend governance training.		This can be in-house or at public training, typically through the Australian Institute Company of Directors (AICD) or the Associations Forum.
<b>Election of Board President and other office bearers</b>	August	At the first Board meeting after the AGM, the President is elected from the new Board.  Other Board roles decided, including who may sit on the AFPRC.		
<b>Attend Board meetings</b>	There are four (4) Board meetings each year.	August	Strategy review	
		November	Yearly review and planning	
		March	The year ahead	
		May	AGM / Board confirmation	

**AIRAH Associate Director nomination form**

**For committee election. Please note that all nominees must be AIRAH members.**

Name of Division or Special Technical Group: \_\_\_\_\_

I \_\_\_\_\_  
(nominee name)

from \_\_\_\_\_  
(organisation name)

nominate to serve as Associate Director and agree to the terms and conditions, as defined in AIRAH’s Constitution and By-laws.

Endorsed by \_\_\_\_\_  
(committee member name)

Signature of endorsee \_\_\_\_\_

About the nominee					
<b>Phone</b>					
<b>Email</b>					
<b>How do you meet the selection criteria for an AIRAH Associate Director?</b>  <i>see Associate Director Guide</i>					
<b>What skills and knowledge will you contribute?</b>					
<b>Have you attached a CV or resumé?</b>	<table border="1"> <tr> <td>Yes</td> <td><input type="checkbox"/></td> <td>No</td> <td><input type="checkbox"/></td> </tr> </table>	Yes	<input type="checkbox"/>	No	<input type="checkbox"/>
Yes	<input type="checkbox"/>	No	<input type="checkbox"/>		

Date of submission: \_\_\_\_\_

Please complete the form and return it to [membership@airah.org.au](mailto:membership@airah.org.au)

Successful nominees will be notified in writing and invited to the first scheduled National Reference Group meeting and Annual Convention.