

# **ENERGY CLUB WA**

## **BOARD OF GOVERNORS**

### **BOARD CHARTER**

#### **2025**

## Background

Energy Club WA is a not-for-profit, incorporated association governed by a Board of Governors who are appointed to manage the affairs of the Club in accordance with its Rules and Constitution.

There is **two positions available** commencing March 2025. All board positions are voluntary.

The Governor is on the Board for the benefit of the Club and to represent the interests of its members before its own or those of the employer.

## Eligibility

Please be advised of the constitutional requirements to nominate for a position on the Board of Governors:

1. The person nominated must be a current and financial member of the Club.
2. Must have fulfilled all their financial obligations towards the Club.
3. Must be eligible to vote at the Annual General Meeting (AGM).
4. The person nominated must not be ineligible for Board membership under the Associations Incorporation Act 2015 or the Club Constitution.
5. To encourage diversity of thought and wide representation from across the industry, the ECWA board of Governors will not appoint more than 2 representatives from the same organisation.

Note that the opportunity to nominate as a candidate for the Board of Governors is available for limited numbers.

## Board Structure

The Board of Governors consists of at minimum 8 members, including the Officers of the Club and such other members as the Board of Governors shall require from time to time.

At the end of 2024, the Energy Club WA proposed to maintain fourteen (14) members on the Board. In March there will be two (2) valued members of the Board stepping down from their role, and therefore we seek to fill these positions.

## Term of Governors

An elected member of the Board has a term expiring at the annual general meeting held three (3) years after election. On expiry of the term of office, a member of the Board is available for election to a further term of office as specified in rule 9.1B of the constitution.

## Commitment and expectations of the role

The role of Governor is critical to the Club. The position requires active participation throughout the three-year term, with an average time commitment of **ten hours per month**.

**IMPORTANT:** Please do not underestimate the time commitment of the role. The Board of Governors is a **working Board**. In addition to providing guidance and governance, their members are required to attend and actively participate in monthly Board meetings and committee meetings, to participate and volunteer at events, activities and programs of the Club. All these actions are performed on a volunteer basis.

Governors are expected to:

- attend at minimum 80% of the Board meetings, with 50% attended in person;
- volunteer in at least one of the Club's programs;
- participate in at least one of the Club's subcommittees;
- attend at least 80% of the meetings of their assigned subcommittee;
- collaborate managing of the relationship with key sponsors;
- actively promote the activities of the Club through relevant marketing channels;
- actively promote and represent the Club during the networking events, look after their sponsors -if present- and engage with new members;

Those members who can't undertake the investment in time and effort that comes with the position make it hard work for the rest. All board members freely give up their time and they are expected to support each other.

## Function and responsibility of the Board of Governors

The Board of Governors shall manage the affairs of the Club in accordance with the Rules and objects of the Club and shall have power to do the following special acts:

- Make decisions in the best interests of the Energy Club WA.
- Ensure appropriate checks and balances and appropriate levels of governance.
- Ensure the existence of efficient and effective risk management principles.
- Participates in the review and approval of the strategic plan.
- Monitor management's performance against the objectives.

- Protect the reputation of Energy Club WA.
- Appoints the General Manager and monitors their performance.
- Approve the appointment and terms and conditions of appointment of senior staff.
- Ensure appropriate delegations of authority are in place.
- Approve new members.
- Meets at minimum 10 times per year.

## Expectations of the Governor - Mindset

### Visible Commitment

- Genuine and passionate for the Club.
- Passionate about energy education.
- Active participant and good networker.
- Generous. With a propensity to give above and beyond.
- Visible and confident communicator.

### Accountability

- Stands up for what is right.
- Credible, trustworthy, and respected.
- Demonstrates Integrity
- Embraces and champions DE&I values.
- Self-starter who get things done.
- Dependable team-player with a collaborative personality.

### Drive and Growth

- Driven active and proactive. Delivers without need for reminders.
- Visionary and strategist with a macro, strategic view.
- Challenges the status quo and is able to think outside the box.

### People Focus

- Welcoming and approachable.
- Good listener.
- A passionate Mentor.

## Specific skills and experience

The following is the mix of skills, experience and backgrounds that are required to assist Energy Club WA achieve its strategic objectives. It is expected that a Governor will be able to contribute with a few of these skills.

### **Governance and Leadership**

- Governance experience (preferred). AICD qualified, experience on previous boards, committees, clubs or senior management positions.
- Legal, Governance and Compliance.
- Financially literate and commercially astute.
- Accounting, Auditing
- Marketing/Communications
- Membership association experience.
- Strategic planning
- Project Management
- Business acumen – executive mentality / judgement
- Sponsors Engagement
- Advocacy, reputation, branding.

- Corporate Affairs and Media relations
- Diversity, Equity and Inclusion
- Human Resources / Culture

### **Energy Club WA specific**

- Broad view of the industry and a level of Industry knowledge.
- Working in or related to the Energy Industry - represents key organisation within industry.
- Knowledgeable on ESG issues.
- Connected within the Energy Industry, and able to provide insights into O&G or new energy developments.
- Experience in STEM education.
- Experience in development of education programs.

### **Required skills for 2025 intake.**

Energy Club WA uses a skills matrix to identify gaps in the skills and experience required to fulfil our strategy. Based on the 2025 strategy, combining general board requirements and Energy Club WA's unique needs, we have identified a clear need across three key areas of specialisation:

- a) Stakeholder engagement and strong networking
- b) Human Resources and Employment Law
- c) Media relations and public relations (strategic communications)

## What's in it for you?

Positions on the Board can be very rewarding, it is a great way to give back and support the industry by promoting careers, education and networking within the WA energy sector.

As a Governor, you will connect with like-minded people working together to achieve common goals. You will be part of a premier network of proactive, engaged industry professionals who give back through participation, guidance, governance, education and volunteering.

***You will inspire others, create connections and spread a positive message.***

As a Governor you will also gain public exposure in the Energy Sector, which will enable you to set yourself apart and foster a positive reputation and positive personal brand in association with the Club's values.

By attending events as a Governor, you will be able to strengthen your profile in a diverse and inclusive network and you will have better access and exposure to a network of decision-makers in the Energy Sector. The role will expand your opportunities, build trust and forge relationships with peers, executives and relevant decision-makers.

You will learn and gain valuable insights about the workings of a Board, governance and you will be able to polish your skills in various areas, like teamwork, public speaking or relationships management.

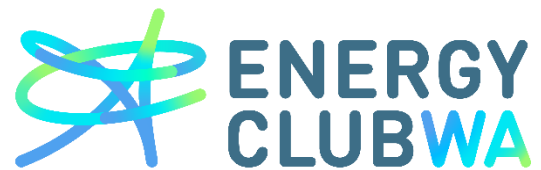
Most importantly, you will have fun, create forever friendships and you will be part of something good.

## Selection process

The Board of Governors has appointed a Nominations Committee to review and shortlist nominations based on the skills, experience and support that is required to assist Energy Club WA achieve its strategic objectives.

An interview with members of the Board may be required to assist with the selection process.

The shortlisted nominees will be presented to our members for approval at the AGM, scheduled for **Thursday 27<sup>th</sup> March 2025**.



## Energy Club WA Board Recruitment Process

Energy Club WA is a not-for-profit, incorporated association governed by a Board of Governors who are appointed to manage the affairs of the Club in accordance with its Rules and Constitution.

The Governor is on the Board for the benefit of the Club and to represent the interests of its members before its own or those of the employer.

This recruitment process is designed to ensure the Energy Club WA Board consists of individuals with a balance of skills and experience to oversee the organisation, achieve the strategic goals, and direct the organisation's future.

This process is to be followed in conjunction with the Board Charter, which outlines the board requirements for the year ahead.

## Process

The following process has been developed to provide Energy Club WA with a structured, easy to follow process for recruitment of Governors.

### **1. Board Skills Audit undertaken.**

The General Manager undertakes a board skills audit (excluding Governors up for election) to identify skill gaps.

### **2. Board Skills Matrix and Board Charter updated.**

Skills required by incoming governors are identified, informing the selection criteria outlined in the call for nominations.

### **3. Board Approve Call for Nominations**

Board approves the call for nomination and selection criteria developed by General Manager.

#### **4. Positions Advertised**

Members are notified of the pending Annual General Meeting and with that, a call for nominations advertising the positions available (including board charter). While the Energy Club WA constitution states that nominations can be received up until 21 days prior to the AGM, it is advised that the advertised deadline is no later than 28<sup>th</sup> February.

#### **5. Close of Governor applications**

Ensure members are aware of the nomination deadline. All nominations are to be submitted online and these are sent directly to the General Manager.

#### **6. Nominations Committee to review all nominations.**

Eligible nominations will be submitted to the Nominations Committee, along with the updated skills matrix and board charter. The Nominations Committee will conduct a three-step process to shortlist candidates:

- a) Conduct a blind review of nomination materials to evaluate candidates solely based on qualifications, skills, and experiences, minimizing biases such as gender bias, though being aware of over-confidence bias.
- b) Identifying information is to be added back to the nominations for additional assessments based on predefined criteria and diversity considerations.
- c) Interviews conducted on candidates who pass the first two steps, with a focus on motivational and technical fit for the position. Be sure to highlight key aspects of the position, for example, the time commitment and participation.

#### **7. Board to preview report from Nominations Committee**

Upon completion of candidate interviews, the Board of Energy Club WA will be provided with a copy of the candidate report written by the Nominations Committee for preview. All board members are to approve the final selection to be presented to members at the AGM.

#### **8. All nominees are to be advised of the outcome.**

The General Manager is to advise all nominees of the outcome of their nomination.

#### **9. Voting members informed of election candidates.**

In accordance with the constitution, voting members are informed of the proposed Board of Governors, 1 week prior to the AGM. This is included in the meeting agenda.



## **10. Election of Governors**

At the AGM, the Board of Governors propose the candidates to be elected to the Board in the year ahead. Those who were unsuccessful are kept confidential unless specifically requested otherwise.

## **11. Board inductions.**

Following the AGM, the General Manager is to send the new Board of Governors their induction pack. Website is updated and comms sent to network.