

MEMORANDUM

For Action

By: 20 October 2017

Memo number 05/2017

From: Company Secretary

ABN 97 006 546 658

Level 1, 112 Balmain St
Richmond VIC 3121

Phone: (03) 9208 0800

Fax: (03) 9429 1799

www.cehl.com.au

NOMINATION FOR THE POSITION OF DIRECTOR COMMON EQUITY HOUSING LIMITED (CEHL)

At CEHL's Annual General Meeting to be held on Saturday 25th November 2017, **three** Co-op Directors will retire in accordance with Clause 14(e) of the CEHL Constitution. Retiring Directors are eligible to seek re-election.

In line with governance obligations, the CEHL Board has a policy and approach to succession planning which seeks to identify and align the skills and experience required by CEHL Directors at each appointment opportunity. A Director's Skills Matrix is updated according to CEHL's strategic challenges and opportunities and guides the review and appointment of Technical Directors. As all Directors are equally accountable, the CEHL Board encourages nominations from member co-ops to identify the specific governance skills and experience of the Nominee.

There are numerous and important legal responsibilities imposed on Directors under the *Corporations Act 2001* and other laws, including the general law. Of these duties, some of the most significant are:

- to act in good faith in the best interests of the company and for a proper purpose;
- to exercise care and diligence;
- to avoid conflicts between the interests of the company and your personal interests
- to prevent the company trading while insolvent (i.e. while it is unable to pay its debts as and when they fall due)
- if the company is being wound up, to: report to the liquidator on the affairs of the company & help the liquidator (e.g. by giving the liquidator the company books and records that you may have in your possession).

Please advise your Members of this Memorandum, and table at your next Committee Meeting.

A Nomination Form is attached and all sections must be completed (the form will be retained by CEHL).

To enable shareholding co-ops the opportunity to consider and vote on the appointment of Directors at CEHL's AGM, a second form is attached for the Nominee to complete (detailing key information). The document will accompany Proxy Forms sent to shareholding co-ops and Ballot Papers handed out on the day of the election.

Enclosed is a Director Position Description identifying the competencies sought by the Board.

**NOMINATIONS FOR THE POSITION OF DIRECTOR MUST BE RECEIVED AT CEHL BY 2pm on Friday
20 October 2017**

An information session for prospective Directors will be held at CEHL's Richmond office of CEHL from 5:30pm to 6:30pm on Thursday 12 October 2017. Please register though info@cehl.com.au if you would like to attend.

Thank you

A handwritten signature in black ink, appearing to be 'T. Dart', written in a cursive style.

Timothy Dart
Company Secretary



NOMINATION FORM FOR A DIRECTOR VACANCY (To be elected at the AGM of CEHL on 25 November 2017)

ELIGIBILITY AND SUITABILITY FOR APPOINTMENT

To be eligible to hold the position of Director (if elected), Nominees must:

- be aged over 18 years;
- be a Co-op member;
- not be an insolvent under administration;
- not have convictions for certain offences under s206B of the Corporations Act;
- not have been convicted of certain types of offences under s32(1) of the Business Names Registration Act 2011.

All CEHL Directors are equally responsible for fulfilling the responsibilities and expectations of a Company Director. Before nominating, the CEHL Board encourages people to review the Director Position Description and understand the Duties and Responsibilities of a Director required by ASIC.

NOMINEE

Name	Co-op
<hr/>	
Address	Phone

NOMINATING CO-OP

Name of co-op

Name of authorised co-op member (please print)

Signature of authorised co-op member

DECLARATION OF NOMINEE

That I, understand and declare that I am eligible for nomination to the CEHL Board of Directors (please print name)

Signature of nominee and date

**This form must be submitted (via post or email) to
Company Secretary, Common Equity Housing Limited, Level 1, 112 Balmain Street Richmond
info@cehl.com.au
No later than 2pm on 20th October 2017**

KEY INFORMATION DETAILS

INTRODUCING NOMINEE TO STAKEHOLDERS

This document will accompany Ballot Papers (and Proxy Forms sent to Stakeholders) for the position of Director(s) to be election at the AGM of CEHL on 25 November 2017.

The following person has been nominated to fill a Director Vacancy on the CEHL Board at the upcoming AGM election. This form gives the opportunity for the Nominee to provide key information on themselves to Stakeholders for consideration, prior to the election. The CEHL Board encourages people to outline below how they will contribute to the governance of CEHL which will then be provided to Co-ops with the AGM Notification Information.

PERSON NOMINATED

Name Co-op

NOMINATING CO-OP

Name of co-op

KEY INFORMATION (to be completed by the Nominee)

Governance experience;

Governance qualifications/training;

Contribution to the CEHL Program;

Other comments in support of your Nomination;

In addition to the information you have provided on the Key Information Details form, supporting your nomination to fill a vacancy on the CEHL Board; please indicate if you have experience in the following areas of key skills identified by the Board.

Program development;

Stakeholder, Government or community engagement or relationships;

Asset Management;

Tenancy management;

**This form must be submitted (via post or email) to Company Secretary,
Common Equity Housing Limited, Level 1, 112 Balmain Street Richmond**

info@cehl.com.au

No later than 2pm on 20th October 2017

DIRECTOR POSITION DESCRIPTION

Introduction

The CEHL Board is seeking suitable qualified and experienced people who have the time and skills to contribute to the governance of our complex organisation.

CEHL Board

The CEHL board has eleven Directors, comprising five Directors selected by our member co-ops, five Technical Directors appointed by the board and the Managing Director. There are four Board Committees: Property Development; Finance and Risk; People, Culture and Governance; and Policy Advisory Committee. There are ten Board Meetings per year (after hours) and one strategy meeting. Directors are expected to contribute to a Board Committee which usually meet quarterly during business hours. Directors are also required to complete at least 2-3 hours of preparatory reading for each Board and Committee meeting.

Role related competencies

Knowledge of Directors responsibilities – understanding the role as well as legal, ethical, fiduciary and financial responsibilities;

Strategic expertise – ability to contribute to, analyse and review strategy;

Accounting and finance – ability to read and comprehend company accounts and financial material presented to the board;

Legal – understanding compliance with numerous laws and individual Directors legal duties and responsibilities;

Risk management – experience understanding and managing risk;

Technical skills – familiarity with document management, email and electronic calendar applications.

Personal attributes

Integrity – putting the organisation's interests before personal interests, acts ethically to fulfil Director duties and responsibilities;

Teamwork – works well in a group, listens, is tactful and communicates effectively. As an effective team member, asks relevant questions and engages in robust discussion on order to contribute to Board decision making;

Emotional intelligence – as well as self-awareness and self-management, a Director needs to demonstrate empathy manifested through strong interpersonal skills;

An active contributor – with genuine interest in the organisation and its business

Additional areas of skill

In addition to the role Related competencies and Person attributes the following areas of skill and experience are sought in CEHL Board Director recruitment.

Program development – experience developing, implementing and reviewing programs;

Stakeholder engagement – experience with engaging a variety of community groups;

Government relationships – understanding the policy context and effective interaction with Government agencies;

Partnerships and alliances – experience and understanding communication with targeted groups for collaboration;

Asset management – senior experience and or knowledge of managing assets or property;

Tenancy management – senior experience of tenancy management would be desirable.

The skills matrix is reviewed annually to address strategic opportunities and challenges.