
QUESTIONS AND ANSWERS

For election of Elected Directors to the Board of Queensland Alliance for Mental Health (QAMH) Ltd

Am I eligible for nomination to run for an Elected Director on the QAMH Board?

To be eligible for election as an Elected Director to the QAMH Board you do not need to be an employee or officer of an Alliance Member organisation. The nominator must be an employee or officer of an Alliance General Member organisation that is currently financial. *Associate Industry and Associate Individual members are not eligible to participate in nomination or voting, but can be nominated for Elected Director only (not for NFP Elected Director position).*

What is the difference between Elected Director and NFP Elected Director?

In accordance with Clause 24.2 of the QAMH Constitution, there are two types of Elected Directors (however collectively known as 'Elected Directors'). A General Member may only be appointed to an NFP Elected Director position if their employ is with a not-for-profit organisation. A person from a For-Profit organisation or a person from an NFP organisation is eligible to be appointed to the ordinary Elected Director position.

What is a 'General' member?

In accordance with Clause 6 of the Alliance Rules, there are two mutually exclusive categories of Alliance membership:

- a) General Alliance Member – subscribes to the objectives of the company; has a significant role in serving the needs of people affected by mental illness or psychiatric disability as determined by the Board in its sole discretion. A General Member is entitled to one (1) vote per organisation at an election and can nominate one (1) person to be eligible for election as an Elected Director on the Board.
- b) Associate Alliance Member (Industry or Individual) – subscribes to the objectives of the company. An Associate Alliance Member does not have the right to vote nor nominate a person for an Elected Director position on the Board. An Associate Alliance Member can however be nominated for an Elected Director position (*not an NFP Elected Director position*) and must be nominated by a financial General Alliance Member representative.

If unsure, please call Queensland Alliance for Mental Health to check your membership details (07 3252 9411).

How can I be nominated?

- Nomination requires a proposer (separate person) from a QAMH General member organisation and your consent to be nominated
- The proposer must complete, sign and date the ***Elected Director Nomination Form*** and the nominee must complete, sign and date the form to accept the nomination. The nominee must also complete the ***Nominee's Statement, the Member Consent Form*** and the ***Consent to Act as Director Form***.
- Submit the ***Nomination Form, Nominee Statement, Member Consent Form*** and the ***Consent to Act as Director Form*** to the **Company Secretary, Queensland Alliance for Mental Health Ltd office at 433 Logan Road, Stones Corner, QLD 4120** or via email jriordan@qamh.org.au to be received by **COB 5.00pm 25 September 2020**.

How do I nominate a person?

- You must be an employee or officer of a **General Member** organisation of QAMH delegated to act on behalf of your organisation to Queensland Alliance for Mental Health Ltd.
- A General Member can put forward only one nomination.

- Under **The Proposers** section of the **QAMH Board Nomination Form**, write your name as the Proposer, your organisation and the name and organisation of the person you want to nominate as an Elected Director to the QAMH Board.
- Sign and date the **Elected Director Nomination Form** as the Proposer.
- The form is then completed by the Nominee with their name, organisation (if applicable), signature and date of acceptance of the nomination.
- The Nominee must also complete the **Nominee's Statement** with name, organisation, a statement (max 1-2 pages in total, signature and date).
- The Nominee must also submit **the Member Consent Form** and the **Consent to Act as Director Form**. **Note** that the Member Consent Form pertains to being a Member of the Company, not an Alliance Member.
- All forms must be submitted to the **Company Secretary, Queensland Alliance for Mental Health Ltd office at 433 Logan Road, Stones Corner, QLD 4120** or via email jriordan@qamh.org.au to be received by **COB 5.00pm 25 September 2020**.

Why are nominations being called at this time?

Nominations are being called to ensure information on nominees is available in a timeframe that enhances the democratic process.

What should I bear in mind when nominating a General Member representative for election to the QAMH Board?

Three important characteristics have been identified to provide a diverse, healthy and competent governing body and potential nominees may have all or any one of these –

- *expertise* – complex, large and unusual problems require members with creative and innovative attributes
- *experience* – members who understand the needs being addressed by the organisation and can bring this experience (regional, consumer, carer, service provider etc) to bear by asking questions and identifying options or approaches
- *efficiency* – members who can address issues within a framework of affordability and appropriateness.

A further consideration is that a person elected to the QAMH Board has as their first responsibility the interests of Queensland Alliance for Mental Health Ltd as a whole rather than acting as a 'representative' of their own organisation or a particular constituency. QAMH Board operates under the *Corporations Act 2001 (Cth)* and it is commonly held that a person elected to a governing body owes the following 'duty of care' to Queensland Alliance for Mental Health:

- *to act bona fide in the interest of Queensland Alliance for Mental Health Ltd;*
- *to exercise powers given to them for their proper purpose;*
- *to retain their discretionary powers;*
- *to avoid conflicts of interest;*
- *to exercise care, diligence and skill.*

When does the election take place?

The election of Elected Directors to QAMH Board will be conducted via electronic postal ballot in accordance with Clause 29.5 of the QAMH Constitution and will be managed by TrueVote, an independent ballot management company. An email notification will be sent to all General members who are eligible to vote once voting has opened with the voting options and a link to the candidate statements. All members of QAMH will be notified of the Elected Directors on 2 November 2020 via email and at the Annual Alliance Members Meeting on 13 November 2020.

When is the first Board Meeting that a newly appointed Elected Director should attend?

The first QAMH Board Meeting that a newly appointed Elected Director should attend is the Annual General Meeting of the Company and the first Board meeting following the election, both scheduled for **12 November 2020**.

Who can vote?

An employee or officer of a financial QAMH General Member organisation delegated to act on behalf of the organisation. A General Member is entitled to one (1) ballot vote per organisation at an election for Elected Directors and can nominate one (1) person to be eligible for election as an Elected Director on the Board. *Associate Alliance Industry or Individual Members are not eligible to participate in nomination or voting.*

How many Directors are elected to the QAMH Board?

In accordance with Clause 24 of the QAMH Constitution there are up to ten (10) positions on the QAMH Board:

- a) Two Directors elected by the General Alliance Members who are employees or officers of not-for-profit General Alliance Members (**NFP Elected Directors**)
- b) Another two Directors elected by the General Alliance Members (**Elected Directors**)
(**all collectively known as the Elected Directors**)
- c) Up to six Skills-Based Directors appointed by the Board (Skills-Based Directors)

For the 2019 election there are two (2) Elected Director positions available.

How is the Board Chair and Deputy Board Chair elected?

In accordance with Clause 31 of the QAMH Constitution, the Directors will elect from within their number a Chairperson. The Director elected as chairperson will hold the office of chairperson of the Board from the date he or she is elected until the earlier:

- a) The chairperson ceases to be a Director for any reason;
- b) The expiry of three years from the date he or she was elected as chairperson; or
- c) The chairperson is removed from that office by a Special Resolution of the Directors.

Why do I need to fill out a Consent Form to be a Director and a Member if elected?

In accordance with Clause 28.2 (a) of the QAMH Constitution, these forms are required from any potential Director and Member prior to the nomination being accepted.

How long is the term for a Director on the QAMH Board?

An Elected Director's term of office will be three years.

A retiring Elected Director is eligible for re-election. However, a person who has held office as an Elected Director for 6 of the previous 9 years must be retired from office for at least 3 years before being eligible for re-election as an Elected Director.

For any further queries or information, please contact the Queensland Alliance for Mental Health Ltd Company Secretary, Julia Riordan on 07 3252 9411 or via email jriordan@gamh.org.au.

How is the election conducted?

An independent Ballot Management Company, TrueVote, has been appointed to conduct the ballot, electronically online. TrueVote will ensure that voting is secured by industry standard encryption so that voting options cannot be discovered deliberately or by accident. Having access to electronic voting ensures equitability across the State.

Ballot Monitoring

QAMH Company Secretary, Julia Riordan, will be assigned strict confidential access to the TrueVote observer portal. This portal provides a view of the voting progress. Real-time observations may include:

- Voter participation activity (voter email delivered or bounced and has voted / not voted)
- Roll of voter details (voters name, email address)
- Email distribution activity

Please be assured that the ballot is a secret ballot and it is not possible to know or see how any one vote has been cast.

How can I vote?

All QAMH members eligible to vote can use any number of convenient internet devices from which to cast their ballot including smart phones, tables and desktop computers. All connections to the TrueVote servers are uniquely encrypted and accessible 24/7 for the duration of the period. There will be a telephone help desk support (1300 number) for the duration of the ballot. Voting instructions will be included in the communication from TrueVote when voting is opened.

What happens if there is a technical glitch?

TrueVote's software and associated infrastructure does not allow for unauthorised access to the ballot either intentionally or by accident. TrueVote will monitor the ballot as it unfolds and manage any technical issues.

Can I vote more than once and can anyone else vote from my organisation?

No, when you vote your organisation name is automatically marked off the voter roll as voted.

How does a voter know if they have cast their ballot correctly?

When you vote, you will receive confirmation that your vote has been cast successfully.

Will the postal Ballot Report be publicly available once the election is complete?

TrueVote's ballot transaction information is protected and secured. All data is secured locally for 60 business days before offline archiving. QAMH will receive an audited and dual-signed declaration of the results at the close of voting which will be available upon request after the election process is complete.