



GUIDELINES AND OTHER INFORMATION FOR DIRECTOR NOMINATIONS

Standards Australia's core focus is the role of national standards body and the development of contemporary, internationally aligned Standards in the national interest.

Corporate governance at Standards Australia

As Australia's peak Standards body the Board places a high priority on corporate governance. As a public company limited by guarantee the Company and the Board are subject to the regulatory oversight of the Corporations Act and the Australian Charities and Not-for-profits Commission Act.

In addition the Board must operate within the Company's Constitution and its own Corporate Governance Charter. Copies of these documents are available on the Company's website or from the Company Secretary.

Directors are also required to sign the Director's Code of Conduct annually.

The Company has non-financial Members who are required to meet the Membership Criteria set out in the Company's Constitution.

The Board of Directors

The Board currently comprises 8 Directors elected by Members or appointed by the Board.

To ensure the effective management of the Board's responsibilities it has four (4) Committees which work through much of the detail of the Board's business and report back to the Board with recommendations. These Committees are: Finance Risk & Audit, Membership, Remuneration & Nominations and Standards Development & Accreditation. Each Committee operates under a Charter approved by the Board (copies are available from the Company's website).

All Directors are required to participate on at least one Committee. Directors are expected to be available to participate on up to two Committees as a participant and/or Chair if requested by the Chair of the Board to do so.

Board meetings are held quarterly and extensive meeting papers are provided to support the meeting agenda. The Board also holds meetings for strategic planning, Board Committees and Members meetings. Meetings are held at the Company's office in Sydney, as well as interstate. Appropriate travelling costs, outlined in a Board travel policy, are met by the Company.

Directors are paid Directors Fees appropriate for a not-for-profit organisation of the dimensions and role of Standards Australia and taking account of the Director's responsibilities and duties.

Director's terms are typically for an initial period of 3 years. Directors may serve up to a maximum 3 terms of 3 years' each if re-elected. An Elected Director who has held office for a total period of 9 years or more (whether consecutive or non-consecutive and whether as an Elected Director or an Appointed Director) may only be elected or re-elected by a Special Resolution.