

Medical Sexual Assault Clinicians Aotearoa ('MEDSAC') Nomination, Selection and Appointment of Trustees and Committee Members Policy

Date Approved for Issue by Board: 16 September 2026

Context

This Nomination, Selection and Appointment of Trustees to the Medical Sexual Assault Clinicians Aotearoa ('MEDSAC') Board Policy ('the Policy') confirms the procedures and requirements involved in the election of Trustees to the Trust Board and is based the requirements for the appointments to the Board in the Trust Deed. This Policy also sets out the process for appointing Committee Members, where the Board determines that a Board committee would benefit from additional non-Trustee skills, experience or capacity.

This Policy applies to voting Clinician Affiliates, current MEDSAC Trustees and any staff who may be responsible for managing the election process.

The objective of this Policy is to ensure that the election of the Trust Board, conducted by MEDSAC, is open and transparent, comprehensive, and scrutinised, and is managed in accordance with this Policy.

The number of Trustees must be a minimum of five (5) and a maximum of ten (10).

The Trustees have the power to appoint up to seven (7) Trustees of the Trust, who satisfy the conditions set out in clause 11.2 of the Trust Deed, and following the process set out in the Trust Deed and this Policy. These Trustees are to be known as 'Board Appointed Trustees'.

The Clinician Affiliates may appoint up to three (3) Trustees to the Trust. In considering their candidate(s), the Clinician Affiliates must consider whether the candidate meets the criteria set out in clause 11.3 of the Trust Deed **and** meets the definition of Clinician Affiliates set out in clause 1.1(e), and following the process set out in the Trust Deed and this Policy. These Trustees are to be known as 'Clinician Affiliate Appointed Trustees'.

The majority of Trustees at any time must be Clinician Affiliates.

Interpretation

In this Policy, "Committee Member" means a person appointed, or proposed to be appointed, to a Board committee who is not a Trustee. Unless expressly stated otherwise, references to a Trustee do not include a Committee Member.

Purpose

This policy sets out:

- The nomination and appointment processes that are to be followed for all Clinician Affiliate Appointed Trustees;
- The recruitment, selection and appointment processes for all Board Appointed Trustees; and

- The recruitment, selection and appointment process for Committee Members.

This includes the following sections:

- Qualities required of all Trustees and Committee Members
- Notification Process for all Trustee vacancies
- Nominations and Selection Process for all Clinician Affiliate Appointed Trustees
- Confirmation of Appointment of the Clinician Affiliate Appointed Trustee
- Selection and Appointment Process for all Board Appointed Trustees
- Selection and Appointment Process for Committee Members
- Re-appointment and Term Limits for Trustees and Committee Members
- Induction Process

Policy

1 Qualities Required of all Trustees and Committee Members

- 1.1 The MEDSAC Board and Clinician Affiliates must consider, before voting on the election, appointment and reappointment of a Trustee or Committee Member, whether the person has the following:
 - i. Skills and experience that is relevant to the Trust and the functions of the Board;
 - ii. Relevant skills and experience that provide diversity across the Board or as identified by the Trustees;
 - iii. Willingness to be engaged, ability to travel and have time available to be an active Trustee or Committee Member;
 - iv. Experience in other governance or leadership positions, relevant to the functions of the Trust; and
 - v. The capacity to govern effectively and represent the Trust impartially, ensuring their decisions are made in the best interests of the Trust and its charitable purposes without bias or personal interest.¹
- 1.2 The Board should specifically consider the mix of capabilities required for the MEDSAC Board looking forward, and should specify any skills and capabilities it is wanting to recruit to the Board.
- 1.3 The Board must have regard to the need to continue generational change on the Board, to ensure MEDSAC is growing its future leaders.
- 1.4 The Board must have regard to having a mix of clinicians from regional and urban services.
- 1.5 The Board must have regard to the terms of existing Trustees and ensure there is a balanced turnover of Trustees.

¹ MEDSAC Trust Deed, clause 11.3

2 Notification Process for all Trustee vacancies

- 2.1 The decision to advertise a vacancy is made by the Board.
- 2.2 The Board is to determine whether the vacancy is for the Clinician Affiliate Appointed Trustee or a Board Appointed Trustee.
- 2.3 Where the vacancy is for a Clinician Affiliate Appointed Trustee, the Board must establish a Nominations Committee to assess the nominations, before the vacancy is advertised.
- 2.4 Where the vacancy is for a Board Appointed Trustee, the Board must establish a Selection Committee to assess the applications, before the vacancy is advertised.
- 2.5 To attract the broadest range of candidates for the MEDSAC board, all vacancies must be advertised specifying the skills and capabilities it is looking to recruit to the Board. The vacancy should be identified as a Clinician Affiliate Appointed Trustee or a Board Appointed Trustee.
- 2.6 If the skills and capabilities that are being recruited for are clinical skills, the vacancy must be advertised on the MEDSAC website.
- 2.7 If the skills and capabilities that are being recruited for are non-clinical skills, the vacancy must be advertised on a reputable governance recruitment website, and the MEDSAC website.
- 2.8 For all Trustee vacancies, the vacancy should be notified to all MEDSAC Affiliates and Associates and be open for a minimum of twenty-one (21) days, with a closing time and date specified. Where no applications are received by the closing date, the vacancy is updated on the website with a new closing date.

3 Nominations and Selection Process for Clinician Affiliate Appointed Trustees

- 3.1 Nominations for Clinician Affiliate Appointed Trustees will be sought on the MEDSAC website and all New Zealand-based Affiliates and Associates notified by email.
- 3.2 MEDSAC must receive valid notice in writing of the nomination by a specified date and time (not less than 21 days from the date it is advertised). A valid nomination must be signed by two Clinician Affiliates, include the candidate's contact details, a description of the candidate and their experience, qualifications, and competencies for the role of Clinician Affiliate Appointed Trustee.
- 3.3 A Nominations Committee of the MEDSAC Board will assess the eligibility of candidates who have submitted valid nominations against the criteria specified in clause 1(a). This may involve one or two interviews and further assessments as determined by the Nominations Committee.
- 3.4 Candidates may withdraw their nomination at any time in writing. If the nomination is after being confirmed as an eligible nominee there must be a reason given.
- 3.5 The Nominations Committee will report to the Board on which nominees meet the eligibility requirements for appointment to the Board.
- 3.6 The Board will notify the Clinician Affiliates of the eligible nominees, and will agree a meeting date when the Clinician Affiliates can vote on and select the Clinician Affiliate Appointed Trustee.

- 3.7 The name of eligible nominees will be kept confidential by the Nominations Committee until after their confirmation as an eligible candidate.
- 3.8 An eligible candidate may be appointed to a Clinician Affiliate Appointed Trustee through the provision of a written resolution to the Board signed by a majority of the Clinician Affiliates or by a majority vote of the Clinician Affiliates present at a Affiliates and Associates Meeting including those Clinician Affiliates who submitted a Postal or Proxy Vote. These must be followed to ensure a valid appointment.

4 Confirmation of Appointment of the Clinician Affiliate Appointed Trustee

- 4.1 Following the nomination and selection process for the Clinician Affiliate Appointed Trustee, a letter of appointment will be sent from the Board Chair to the new Trustee.

5 Selection and Appointment Process for all Board appointed Trustees

- 5.1 The Selection Committee should comprise the Chair (or nominee), Finance, Risk and Assurance Committee chair (or nominee) and one other Board member.
- 5.2 The Selection Committee is to review all applications received and to assess each applicant against the mix of skills required, and the criteria set out in clause 11.3 of the Trust Deed and replicated in clause 1(a) of this Policy.
- 5.3 The Selection Committee will identify a shortlist of candidates for interview.
- 5.4 The Selection Committee will interview all shortlisted candidates with standard interview questions that are asked of all candidates.
- 5.5 At the end of the interviews, the Selection Committee will agree who is to be recommended to the Board for appointment. A brief report is prepared for the Board on the appointable candidates and core capabilities each bring, with a recommendation for approval. This can be circulated for decision making by email, or a short meeting called to discuss this.
- 5.6 Confidentiality of all candidates who have applied for the positions must be maintained within the Board.
- 5.7 New Board appointed Trustees are approved by way of a Board resolution vested in a majority of the Trustees of the Trust. Once the Board has agreed on the appointment of a new Trustee(s), the preferred applicant is informed.
- 5.8 An appointment letter is sent to the new Trustee.
- 5.9 All unsuccessful applicants must be contacted and informed that they have not been appointed.

6 Selection and Appointment Process for Committee Members

- 6.1 The Board may determine that a Board committee would benefit from the appointment of one or more Committee Members with particular skills, experience or capacity.

- 6.2 Before appointing a Committee Member, the Board should identify the skills, experience or capacity required and the relevant committee to which the appointment is to be made.
- 6.3 The Board may determine the appropriate process for identifying suitable candidates, which may include seeking expressions of interest from MEDSAC Affiliates and Associates, approaching suitable candidates directly, or using any other process the Board considers appropriate in the circumstances.
- 6.4 Candidates should be assessed against the skills, experience and capacity required for the committee role, and against the qualities set out in section 1 to the extent relevant to the role.
- 6.5 The Board may appoint a Committee Member by Board resolution.
- 6.6 A letter of appointment should be sent to the Committee Member setting out the committee role, expectations, term of appointment, applicable term limits, confidentiality obligations and any other relevant conditions of appointment.
- 6.7 Committee Members are not Trustees and do not have Trustee voting rights, rights of appointment under the Trust Deed, or any role in determining Board composition unless separately appointed as Trustees in accordance with the Trust Deed.
- 6.8 Committee Members are appointed for a Term and are subject to the term limits set out in section 7.

7 Re-appointment and Term Limits for Trustees and Committee Members

- 7.1 A Board Appointed Trustee may, if the Board approves at the end of each Term by a majority vote, continue in their role as Trustee for up to an additional three (3) Terms after the expiry of their initial Term, totalling a maximum of eight (8) years served.
- 7.2 A Committee Member may, if the Board approves at the end of each Term by majority vote, continue in their role for up to an additional three Terms after the expiry of their initial Term, totalling a maximum of eight years served, unless the Board determines a shorter term or more restrictive limit for a particular committee role.
- 7.3 A Clinician Affiliate Appointed Trustee may, if the Clinician Affiliates approve by providing a majority written resolution of the Clinician Affiliates to the Board or by a majority vote of the Clinician Affiliates present at an Affiliates and Associates Meeting including the votes submitted via either postal or proxy vote, continue in their role as Trustee for one (1) additional Term after the expiry of their initial Term, totalling a maximum of four (4) years served.
- 7.4 For the purposes of calculating Trustee tenure limits under clauses 11.4 and 11.5 of the Trust Deed (excluding persons who were Trustees at the time of the adoption of the Trust Deed), any prior periods of office holding with Medical Sexual Assault Clinicians Aotearoa Incorporated will be counted towards the Term limits in the Trust Deed.
- 7.5 Pursuant to clause 11.6 of the Trust Deed, the Term limits for persons who were Trustees at the time of the adoption of the Trust Deed are set out in this policy. These limits recognise that some periods of office holding with Medical Sexual Assault Clinicians Aotearoa Incorporated are counted towards the Term limits in the Trust Deed. These Term limits were confirmed in the resolution passed on 31 October 2024.

- 7.6 For the purposes of calculating Committee Member tenure limits, any prior periods of service on a MEDSAC committee, including service on a committee of Medical Sexual Assault Clinicians Aotearoa Incorporated, will be counted towards the Committee Member term limits under this Policy.
- 7.7 Service as a Committee Member does not count towards Trustee tenure limits, unless the Board expressly determines otherwise at the time of appointment or reappointment.

8 Induction Process

- 8.1 All Trustees and Committee Members will be required to participate in an induction process relevant to their role, to ensure that they are able to operate effectively in their role as quickly as possible.