



ESSENDON FOOTBALL CLUB

ABN 22 004 286 373

2017 MEMBER ELECTED DIRECTORS – EXPLANATION PAPER

In accordance with the Constitution of Essendon Football Club Limited an election will be held for two (2) positions to the Board of Directors. The position, to be awarded to the approved nominees with the highest number of votes received as declared by the Returning Officer, is for a term of three (3) years beginning 18 December 2017. In the circumstance where there are only two (2) approved nominees, those persons will automatically be elected to a three (3) year term.

Nominations can be made by through the election book, which is available at the registered office of Essendon Football Club during business hours between 6 November 2017 and 13 November 2017. Nominations letters may also be completed and be lodged with the Company Secretary before 5.30 pm on Monday 13 November 2017 in the following manner:

- By Post to the Essendon Football Club, PO Box 17, Essendon, Vic, 3040; or
- By Hand to the Essendon Football Club, 275 Melrose Drive, Melbourne Airport Vic 3045
 - By e mail to secretary@essendonfc.com.au ; or
 - By Facsimile to (03) 8340 2001.

Completed nomination must include a nominator and 3 seconders all of whom are financial Voting Club Members in 2017, including their signatures and member numbers and be accompanied by:

- A copy of the nominee's Birth Certificate or Extract of Entry
- A two-page summary of the nominee's background and reasons why the nominee can make a valuable contribution to the business of the Essendon Football Club, with reference to the attached skills matrix and position description
 - a passport photo
- A statement (strict maximum of 200 words) about the nominee for distribution to Voting Club Members plus a declaration that this information can be publicly distributed for the purposes of the election

(Note that the successful candidates must be able to satisfy the requirements of the Victorian Commission for Gaming & Liquor Regulation for appointment as an Associated Individual)

Nominees are welcome to view the Constitution of the Club at www.essendonfc.com.au

ELIGIBILITY TO VOTE: All Eligible members, as defined by the Constitution of the Club, listed on the Club's register of Eligible Members at 30 June 2017 is entitled to one (1) vote.

INTERNET VOTING PROCESS: In circumstances where there are more than two (2) approved nominees, all Voting Club Members will be notified of such no later than Monday 27 November 2017 and able to vote from 9.00am on Monday 27 November 2017. A letter including information on 'how to vote' together with a 'Notice of Annual Members' Meetings' will be sent to all Voting Club Members. Voting will be conducted on the Internet in a secure on-line facility. Voting Club Members may review the Candidate's summaries and vote on-line via a link from the Club's website. If you are unable to submit your vote on-line, you will be provided with instructions on an alternative option within your mail pack.

CLOSE OF VOTING – 5.30pm Monday 11 December 2017: All votes must be lodged (on-line) or received (Postal) by the Returning Officer no later than 5.30pm on Monday 11 December 2017. Any votes received after this time will be considered late and therefore invalid.

Kevin Dixon - Delegate Company Secretary
secretary@essendonfc.com.au

2017 Essendon Football Club Board of Directors skills matrix

	Skill / Competency/ Expertise	Description
1.	Business Management	Highly successful and respected business leader with senior management or board experience with a leading organization. Likely to have skills and experience across a broad range of competencies including corporate strategy, finance, operations and HR. Possesses extensive professional networks.
2.	Finance	Extensive experience and expertise in financial management including management accounting, budgeting, audit, compliance and tax.
3.	Legal & Governance	Experienced and respected member of the legal community. Strong governance background, possibly encompassing finance and HR.
4.	Government	Deeply experienced within the public sector and can provide insights and networks for the club in working with all facets of government.
5.	Football	Former Essendon player from a successful era. Alternatively, experience in elite professional sport or in sports or football administration. Should also possess a strong secondary skill competency.
6.	Media & Comms	Senior industry experience within media, communications, public relations, sponsorship or branding. Experience in digital and social media particularly valuable.
7.	Ethics, Culture & Diversity	Skills and experience in organizational ethics and culture. Renowned for having an active leadership role within the community in pursuing diversity and the representation of the disadvantaged and minority groups. Possess a proven history of ethical behaviour.
8.	The Essendon Community	A deep connection with the Essendon Football Club. Strong and passionate communicator with long-term relationships with key stakeholders and community groups.
9.	Entrepreneurship	Successful and passionate entrepreneur with strong background of new business conceptualisation, development and commercialisation.

Essendon Football Club - Non Executive Director

Role competencies and expectations

Role expectations

The role requires attending at least 12 board meetings per year (one per month) and may include service on the Audit and Risk Committee and/or the Nominations Committee and other committees that may be formed from time to time. In addition, it may be necessary to take part in conference calls for management/financial reporting and general compliance issues. Attendance at home (and away) games and functions during the AFL season and willingness to participate in various club and coterie activities and events are also desirable.

Competencies – role related:

- Knowledge of a director's responsibilities – includes an understanding of the role as well as the legal, ethical, fiduciary and financial responsibilities;
- Strategic expertise – the ability to review the strategy through constructive questioning and suggestion and contribute to the effective decision making of the board;
- Accounting and finance – the ability to read and comprehend the company's accounts, financial material presented to the board, financial reporting requirements.
- Legal and Governance –overseeing compliance with numerous laws as well as understanding the individual director's legal duties and responsibilities;
- Risk management – experience in managing areas of major risk to the organisation;
- Managing people and achieving change – experience in current management thinking on employment, branding, member and stakeholder engagement, strategic vision and stakeholder communication;
- Industry knowledge – experience in similar organisations or businesses in which the Essendon Football Club is engaged: Football/elite professional sport and its associated businesses – membership, sponsorship, entertainment/media, merchandise, gaming and community engagement.

Competencies – personal

- Integrity – fulfilling a director's duties and responsibilities, acting ethically, appropriate independence, putting the club's interests before personal interests;
- Collaborative yet curious and courageous – a director must be able to function as an effective team member but also must have the curiosity to ask questions and the courage to persist in robust discussion with management and fellow board members where necessary;
- Emotional intelligence – as well as self-awareness and self-management a director needs to demonstrate empathy manifested through strong interpersonal skills. A director must work well in a group, listen well, be tactful yet able to communicate a cogent and candid viewpoint;
- Commercial judgment and instinct – a director needs to demonstrate good business instinct and acumen and be able to assimilate and synthesise complex information;
- An active contributor with genuine interest in the club and its business

September 2017

ESSENDON FOOTBALL CLUB

NOMINATION FORM – 2017 MEMBER ELECTED DIRECTOR

Nomination and consent by Nominee

I, declare that I am a current financial member of the Essendon Football Club and that I wish to nominate for election as a Director.

I confirm that I have the qualifications for election to the Board of the Essendon Football Club Board as required by the Club Constitution.

I am able to satisfy the requirements of the Victorian Commission for Gaming & Liquor Regulation for appointment as an Associated Individual.

If elected, I consent to act as a Director of the Club and undertake to fulfil all duties and obligations required of the position. This includes the requirement to attend board meetings of the club and to fulfil the obligations of an unlisted public company director

I agree that the attached candidate manifesto (maximum of 200 words) be distributed to Voting Club Members and that the manifesto is able to be publicly distributed for the purposes of the election.

Name _____ Member No _____

Signed _____ Date _____

PROPOSER

NAME (PRINT) _____

MEMBER NO _____

SIGNED _____

DATE _____

1st SECONDER

2nd SECONDER

NAME (PRINT) _____

MEMBER NO _____

SIGNED _____

DATE _____

NOTE: The nomination may only be proposed and seconded by financial club voting members.

Please forward this nomination to the Delegate Company Secretary, Essendon Football Club

- By Post to the Essendon Football Club, PO Box 17, Essendon, Vic, 3040; or
- By Hand to the Essendon Football Club, 275 Melrose Drive, Melbourne Airport Vic 3045
 - By e mail to secretary@essendonfc.com.au ; or
 - By Facsimile to (03) 8340 2001.

The nomination must be received by the Delegate Company Secretary no later than 5.30 pm on Monday 13 November 2017.

Attachments:

- ✓ A copy of the nominee's Birth Certificate or Extract of Entry
- ✓ A two-page summary of the nominee's background and reasons why the nominee can make a valuable contribution to the business of the Essendon Football Club
- ✓ Nominees are also required to provide a passport photo and
- ✓ Statement (maximum of 200 words) about the nominee for public distribution

OFFICE USE ONLY

Membership status check:

Nominee eligible: Yes / No

Seconders eligible: Yes / No

Date & time received_____