

**BOARD COMPOSITION**

Quarter Two Synthesis: A Board Composition Self-Assessment

Eleven articles, one working audit for who sits on your board and why

The Foundations quarter of this series established the legal architecture underneath your constitution. This quarter has built directly on top of it: who sits on your board, how they get there, what they owe the organisation once they arrive, and how the whole structure renews itself over time. This closing piece is a single working self-assessment, drawn from the ten articles before it, that your board can run as one exercise.

Which rules apply to your association?

The law depends on how your association is set up. A **company limited by guarantee** follows the Corporations Act 2001 (Cth) and its constitution. An **incorporated association** follows its state or territory associations Act and its rules. A **registered charity** also follows the ACNC Act and the ACNC Governance Standards, and some Corporations Act rules are replaced for charities that are companies. Check your own governing documents, and get advice before decisions with legal consequences.

In this resource

1. [Size And Seat Structure](#)
2. [Fiduciary Duty And Accountability](#)
3. [Succession And Renewal](#)
4. [Process And Election Mechanics](#)
5. [Evaluation And Structural Risk](#)
6. [Running This As One Board Exercise](#)

Size And Seat Structure

- Has your board size been reasoned from your actual committee structure, decision-making pattern and representation needs, rather than imported from a number you heard quoted as settled science? (Article 12)
- If your board uses geographic or branch representation, does it also reserve seats for skills-targeted or at-large appointment, avoiding both geographic domination and factional capture? (Article 13)

Fiduciary Duty And Accountability

- Does every director, including those elected specifically to represent a branch or region, understand that their legal duty runs to the organisation as a whole, not to whoever elected them? (Article 14)
- Can every director say which law sets their duties: the Corporations Act, your state or territory associations Act, the ACNC Governance Standards, or a combination? (Article 14)
- If your organisation is a registered charity, does your board understand that ACNC Governance Standard 5 sets duties for responsible people and, for a company limited by guarantee, replaces sections 180 to 183 of the Corporations Act, even though the underlying obligation is materially similar? (Article 14)

Succession And Renewal

- Does a current, short emergency succession document exist naming interim authority for the chair and chief executive roles, distinct from your longer-term strategic succession planning? (Article 15)
- Are your board's terms deliberately staggered to avoid a cliff-edge turnover, or could several long-serving directors currently depart in the same election cycle? (Article 16)
- Does your chair role carry a specific, defensible term limit, reasoned from the office's disproportionate influence over board culture rather than an imported industry number? (Article 17)

A board that can answer all of these questions with confidence has done something rarer than compliance. It has built a composition and renewal process that will keep working after every current director, including whoever currently chairs it, has moved on.

Process And Election Mechanics

- Does your nominations committee have an explicit written mandate covering skills matrix maintenance, active search, and succession oversight, rather than functioning as an administrative processing point for whoever happens to nominate? (Article 18)
- Have you deliberately chosen between a board-elected and membership-elected chair model, understood the trade-off it carries, and built the removal process that model specifically requires? (Article 19)

Evaluation And Structural Risk

- Does your board evaluate itself as a whole before it evaluates individual directors, with confidential responses and periodic external facilitation? (Article 20)
- Can you point to a defined, reviewed scope for every standing delegation your board has made, or is there a decision-making group operating with authority nobody has recently examined? (Article 21)

Running This As One Board Exercise

As with the Foundations quarter's synthesis, treat this as a single structured conversation across one or two meetings rather than a project to defer. For each yes, name the evidence that supports it, such as the skills matrix, the emergency succession document, the delegations register or the last evaluation report, so the board checks rather than self-certifies. The questions build on each other deliberately: seat structure shapes who sits at the table, fiduciary clarity shapes how they vote once there, succession and staggering shape how the board renews itself, and nominations, election model, evaluation and delegation scope are the operating mechanics that make everything else actually function in practice rather than remaining aspiration.

The next quarter of this series turns from who sits on the board to how the board actually governs once assembled, the relationship between governance and management, meetings, and the decision rights that determine what a board can and cannot properly decide on its own. Everything in this quarter is the precondition for that work landing well. A board that has not worked through its own composition will find the governance questions ahead considerably harder to answer cleanly.

This is one of the practical governance topics built into our Board Director course, alongside the papers, tools and frameworks that turn the principle into your board's actual practice. [Explore the course](#)

Annie Gibbins

Founder and CEO, Nexus Leadership

BOARDROOM ACTION WORKSHEET

Quarter Two Synthesis: A Board Composition Self-Assessment

Turn the resource into evidence, a decision and an accountable next step. Keep the completed record in your association's approved board records system.

1 What is the issue or decision?

State the governance question in one clear sentence.

2 What evidence do we already have?

Record the facts, source documents and stakeholder evidence available now.

3 What evidence is still needed?

Identify the legal, regulatory, financial, member or operational information still required.

4 What is the agreed next action?

Capture the owner, timeframe and how the matter will return to the board.

Action owner	Review date	Board decision or resolution

General education, not legal, financial, tax, clinical or governance advice. Confirm specifics at the relevant primary source or with your own qualified adviser. Nexus Leadership is operated by Lipstick Consulting Pty Ltd · ABN 15 619 120 482.

CONTINUE YOUR LEARNING

Turn governance principles into practical board action.

Self-paced courses, editable resources and practical support for association boards and CEOs at nexusleadership.com.au.