

2026 Elected Director Candidate Information Pack

Information for members considering nomination

2026 election

Two Elected Director position is available. Nominations open Friday, 21 August 2026 and close at 5.00 pm AEST on Friday, 11 September 2026.

ABOUT THE ROLE

Elected Directors are members of the Dietitians Australia Board and share the same legal and governance responsibilities as all other directors. Directors act collectively in the interests of Dietitians Australia, provide strategic oversight, exercise judgement, oversee risk and financial performance, and contribute to effective governance.

The elected position is for a three-year term, subject to the Constitution and the applicable commencement and rotation provisions.

ELECTED AND APPOINTED DIRECTORS

Dietitians Australia uses both elected and appointed director pathways. The distinction is important to the 2026 process.

Elected Director pathway	Appointed Director pathway
Candidates must satisfy eligibility and minimum director capability requirements. Members then determine relative merit through the election.	The Board may undertake comparative merit recruitment against identified capability, experience, succession and diversity needs.
Current Board skill gaps may be communicated to members, but are not used to exclude a threshold-qualified elected candidate.	Current Board skill gaps and composition needs may be given substantial weight when selecting an Appointed Director.

WHO MAY NOMINATE

- A current financial member with Australian recognised dietetic qualifications.
- A member who holds current APD status, consistent with Dietitians Australia requirements.
- A person who is eligible to act as a director under applicable law and the Constitution.
- A member who is not excluded under the professional misconduct provisions of the Election of Directors By-law.

The By-law provides that a member is not eligible if an investigation under the Complaints and Disciplinary Procedures By-law has progressed to a hearing, or if the member has ever had a finding of professional misconduct made against them under that By-law.

HOW NOMINATIONS ARE ASSESSED

Stage	What happens
1. Completeness	The Returning Officer checks that the prescribed nomination form and required attachments have been provided. Where practical, candidates may be asked to correct an incomplete nomination before the closing date.
2. Eligibility	The Returning Officer confirms membership/APD status, declarations, consent and the objective eligibility and exclusion requirements.
3. Minimum capability	The Nominations and Governance Committee considers each eligible nomination against the published minimum capability thresholds.
4. Member ballot	Every eligible nominee who meets the minimum threshold proceeds to the ballot. Members determine which candidate should be elected.
What threshold assessment means The Nominations and Governance Committee will not rank candidates, select a preferred slate, or exclude a candidate merely because another candidate more closely matches a current Board capability gap.	

MINIMUM CAPABILITY THRESHOLDS

Members are encouraged to ensure that they meet the following thresholds to be able to contribute to the Board.

Threshold	What candidates should demonstrate
Governance capability	Demonstrates a reasonable understanding of the role and duties of a director, governance oversight, collective responsibility, and the distinction between governance and management.
Strategic judgement	Demonstrates capacity to consider complex information, exercise judgement, and contribute at a strategic rather than solely operational or professional level.
Financial, risk and compliance literacy	Demonstrates sufficient literacy to engage with financial information, organisational risk and compliance obligations at Board level. Specialist expertise is not required.
Organisational and member context	Demonstrates a general understanding of Dietitians Australia, its objectives, member context and stakeholder environment, including the Board's role in advancing organisational purpose.
Integrity and constructive Board conduct	Demonstrates sound judgement, integrity, independence of thought, willingness to challenge constructively, and capacity to participate in collective decision-making.
Commitment and capacity	Demonstrates genuine motivation for the role and capacity to undertake preparation, meetings, governance development and other reasonable responsibilities of office.
Legally Compliance	Confirms that they are at least 18 years of age, are a current member of Dietitians Australia, are not disqualified from managing a corporation

Threshold	What candidates should demonstrate
	under Part 2D.6 of the <i>Corporations Act 2001 (Cth)</i> or disqualified from acting as a Responsible Person under applicable ACNC requirements, and are otherwise eligible for election under the DA Constitution and By-laws. Candidates must consent to act as a director if elected.

HOW THE COMMITTEE WILL MAKE ITS DECISION

- Assessment is evidence-based and uses the same published criteria for each candidate.
- Candidates must ensure they provide reasonable evidence of baseline capability to discharge a director's responsibilities.
- If an application is unclear on a threshold issue, the candidate may be asked for clarification before an adverse decision is made.
- Any decision that a candidate does not meet the minimum threshold will be documented against the relevant criterion.

SKILLS, EXPERIENCE AND DIVERSITY INFORMATION

Candidates are invited to describe additional professional, technical and sector experience, and may voluntarily describe lived, geographic, cultural or other perspectives they believe would contribute to Board diversity. This information helps members understand the breadth of each candidate's contribution. Diversity is not a pass/fail threshold for an individual elected candidate.

WHAT TO SUBMIT

- Completed 2026 Elected Director Nomination Form.
- One-page curriculum vitae.
- Recent high-resolution headshot.
- Ballot statement of no more than 250 words.
- Any clarification requested by the Returning Officer before the relevant deadline.

CANDIDATE STATEMENTS AND ELECTION COMMUNICATIONS

Candidate material used in the ballot must be appropriate to the role of director, ethical, capable of substantiation and not defamatory. The Returning Officer may require reasonable edits to ensure the published material complies with the election requirements. The membership mailing list will not be provided to candidates.

INDICATIVE ELECTION TIMETABLE

Activity	Date / dependency
Call for nominations opens	Friday, 21 August 2026
Nominations close	Friday, 11 September 2026, 5.00 pm AEST
Candidates notified / ballot material finalised	By 28 September 2026
Ballot opens	Friday, 2 October 2026
Ballot closes	Friday, 23 October 2026
Result certified and candidates advised	By Monday, 26 October 2026
AGM / election result declared	Wednesday, 18 November 2026

ANNUAL GENERAL MEETING

The 2026 Annual General Meeting is scheduled for Wednesday, 18 November 2026. The AGM notice may be issued before the Elected Director ballot has closed. The notice will identify the general nature of the election business, while the election result will be certified after the ballot and declared at the AGM in accordance with the governing documents. Any constitutional amendments proposed at the AGM will be set out separately as special resolutions in the AGM notice.

2026 ELECTED DIRECTOR: ROLE AND RESPONSIBILITIES GUIDE

Supporting information for candidates considering nomination to the Dietitians Australia Board

Key principle

An Elected Director is elected by members, but once elected is a director of Dietitians Australia. The director must exercise independent judgement and act in good faith in the best interests of Dietitians Australia and to further its purposes. Election does not create a mandate to act as a delegate of, or advocate instructed by, a particular constituency.

THE ROLE OF THE BOARD

The Board governs Dietitians Australia collectively. Its role is oversight and direction rather than day-to-day management. The Board Charter assigns the Board responsibility for strategic direction, oversight of management, financial and other reporting, risk and compliance, CEO appointment and performance, delegations, governance and reporting to members.

Board responsibility	What this means in practice
Purpose and strategy	Set and review strategic direction and ensure decisions further Dietitians Australia's purposes.
Oversight of management	Appoint, support and hold the CEO accountable. The Board governs; management is responsible for day-to-day operations within delegated authority.
Financial stewardship	Approve and monitor budgets, financial performance and material commitments, and maintain sufficient understanding to make informed decisions.
Risk and compliance	Oversee material risks, legal and regulatory compliance, internal controls and an appropriate governance culture.
Performance and accountability	Monitor organisational performance, ask questions, test assumptions and make decisions on an informed basis.
Member and stakeholder accountability	Understand member and stakeholder perspectives and report to members, while exercising director duties to the company as a whole.

YOUR DUTIES AS A DIRECTOR

Clause 46 of the [Constitution](#) requires directors to comply with their duties under legislation and common law and incorporates the duties in ACNC Governance Standard 5. These duties are personal

to each director. They cannot be delegated away simply because the Board has committees, advisers or management.

Duty	What it requires of you
Care and diligence	Prepare for meetings, stay informed about the organisation, ask questions, understand the material before making decisions and apply the care expected of a reasonable director.
Good faith and best interests	Act honestly in the best interests of Dietitians Australia and to further its purposes. Personal, professional or constituency interests cannot displace this obligation.
Proper use of position	Do not use Board office to obtain an improper advantage for yourself or another person, or to cause detriment to Dietitians Australia.
Proper use of information	Protect confidential and sensitive information and do not misuse information obtained through the role. This responsibility can continue after leaving office.
Conflicts of interest	Disclose actual, potential or perceived material conflicts promptly and comply with the Constitution and conflict-management procedures.
Responsible financial management	Take reasonable steps to ensure the financial affairs of Dietitians Australia are managed responsibly and maintain sufficient financial literacy to participate in Board decisions.
Solvency	Do not allow the organisation to operate while insolvent. Directors must pay attention to financial position, cash flow and warning signs.

ELECTED BY MEMBERS, DUTY OWED TO THE ORGANISATION

Elected Directors bring valuable knowledge of the profession, members and the communities Dietitians Australia serves. Candidates should be prepared to listen to members and understand their interests. However, a director is not a representative who is bound to vote according to instructions from the people who elected them.

- Consider member perspectives as relevant information, not as a substitute for independent judgement.
- Approach each decision by asking what is in the best interests of Dietitians Australia and what best advances its purposes.
- Be prepared to make decisions that may not align with the preference of a particular group where the director reasonably considers another course is required by their duties.
- Distinguish the interests of the organisation from personal, employer, professional, geographic or other constituency interests.

WORKING AS PART OF A COLLECTIVE BOARD

Directors exercise individual duties within a collective decision-making body. Effective governance requires independence of thought before a decision and disciplined collective governance after a decision.

- Read Board papers and come prepared to participate.
- Ask questions and challenge constructively where information, assumptions or risks need testing.
- Make your own assessment rather than simply relying on another director, management or an adviser.
- Declare conflicts early and follow any required abstention or recusal process.
- Respect confidentiality and the integrity of Board deliberations.
- Where appropriate, ensure a material dissent is clearly expressed and recorded, while recognising that properly made Board decisions govern the organisation.
- Directors will be expected to allocate 2 to 3 days per month to company business, which can include sitting days for the board, sitting on two subcommittees and other governance tasks as required.

GOVERNANCE IS DIFFERENT FROM MANAGEMENT

The Board Charter separates Board oversight from day-to-day management. The CEO and management operate the organisation within strategy, policy and delegations approved by the Board. Individual directors do not ordinarily direct staff or manage operational matters unless specifically authorised.

- Focus on purpose, strategy, outcomes, risk, resources, performance and accountability.
- Avoid moving into operational decision-making simply because you have professional expertise in the subject matter.
- Use questions and governance channels to seek assurance rather than assuming an executive role.

BEFORE YOU NOMINATE

A candidate should be comfortable answering yes to the following questions:

- I understand that my duties as a director are owed to Dietitians Australia and its purposes, not to a particular member group or constituency.
- I am willing to exercise independent judgement, including where a Board decision may be difficult or unpopular.
- I can commit the time required to prepare for and participate in Board and relevant committee work.
- I am prepared to develop and maintain sufficient financial, risk and governance literacy to discharge the role.
- I will disclose and appropriately manage conflicts of interest.
- I can maintain confidentiality and handle sensitive information responsibly.
- I understand the distinction between strategic governance and day-to-day management.
- I am willing to contribute constructively to collective Board decision-making and accountability.

KEY GOVERNING SOURCES

Candidates should read the current versions of:

- Dietitians Australia Constitution, particularly clauses 6, 42-47 and the provisions governing directors.
- Dietitians Australia Board Charter, particularly the sections dealing with Board and management responsibilities and conflicts of interest.
- Dietitians Australia Conflict of Interest Policy and relevant governance policies.
- ACNC Governance Standard 5 - Duties of Responsible People.
- Applicable legislation and common law duties of directors.

Governance documents may be amended from time to time. The successful candidate will be required to comply with the Constitution and governance framework in force during their term, including any amendments approved by members at the 2026 Annual General Meeting.

This guide is an overview for candidates and does not replace the Constitution, applicable law or formal director induction and training.

QUESTIONS AND SUBMISSION

Questions about eligibility, the nomination form or the election process should be directed to the Company Secretary and Returning Officer at companysecretary@dietitiansaustralia.org.au.

Closing time

Completed nominations must be received by 5.00 pm AEST on Friday, 11 September 2026.