



CLEAN ENERGY COUNCIL LIMITED
(ABN 84 127 102 443)
("Clean Energy Council")

CALL FOR NOMINATIONS TO THE BOARD OF DIRECTORS

NOTICE IS HEREBY GIVEN for the nomination of Members to the Board of Directors of the Clean Energy Council to be elected at the 2024 AGM in accordance with the relevant provisions of the Clean Energy Council Constitution ("**Constitution**"): **clause 10 (Directors)**:

The Constitution provides for the Board to be comprised of not more than nine (9) elected Directors who must be a member or an employee of a member. The relevant provisions of the Constitution are set out in Appendix 1 of this document for your reference.

In accordance with clause 10 and 14 of the Constitution, the term of office of three (3) elected Directors, will expire at the 2024 AGM along with one (1) Director's serving under a casual vacancy. In addition, due to resignation one (1) vacant position is also available for election at the 2024 AGM. There are therefore five (5) vacancies for the Board to be filled by election at this year's AGM and we are now seeking nominations for these positions.

Across these five (5) vacancies, the three (3) nominees with the highest votes cast will serve a three (3) year term, while the nominees with the fourth and fifth highest votes will serve a one (1) year term.

The below table details the terms of current Board members:

Current	Status	Term expiration (at AGM)	Standing for re-election at 2024 AGM
Fredrick Andren-Sandberg (Vestas)	Resigned	2024	NO
Dennis Freedman (Aquila Capital)	Elected	2024	YES
Warwick Johnston (Sunwiz)	Elected	2024	NO
Alexandra Moran (Ausgrid)	Elected	2024	YES
Danny Nielson (Vestas)	Appointed	2024	YES
Philip Cullum (Appointed Director)	Appointed	2025	
Lillian Patterson (WSP)	Elected	2025	
Peter Cowling (Mint Renewables)	Elected	2026	
Karen Gould (Palisade Partners)	Elected	2026	
Steven Oswald (RES Group)	Elected	2026	

The CEC benefits from having diverse perspectives on the Board and encourages candidates with a range of backgrounds to apply – differences might include gender, geography, technology type, experience / skill set, scale of operations including behind the meter and utility-scale, and scale of business for the member they work for.

The primary role of the Board is to:

- Set organisation strategy and oversee its delivery
- Monitor the organisation's performance and impact
- Ensure adequate resources are available to achieve the organisation's strategy
- Oversee processes to comply with legal and regulatory requirements
- Oversee a risk management framework that supports informed decision making by the organisation
- Report progress to and align collective interests of members, board, management and employees.

Directors are not representatives of their employers but instead have a duty to act in the interests of the CEC.

Typically, there are 6 full Board meetings a year, each lasting half a day, some of which are held in person in different cities with others being online. Board members additionally sit on one sub-committee: Finance and Risk; People and Performance; or Governance. There are occasionally shorter out of session meetings and Directors are also invited to a range of CEC events.

Further guidance on Director and Board responsibilities are included in the appendices to this document. Potential nominees and their proposers are strongly advised to consider the whole Constitution, a copy of which can be obtained from the members' area of the Clean Energy Council website. If you have any further questions, please contact Justin Brown, Company Secretary, via email at jbrown@cleanenergycouncil.org.au.

Nominations

The nomination form has been emailed to the primary contact at each member company and is available in the members' area of the Clean Energy Council website. Alternatively, please contact jbrown@cleanenergycouncil.org.au to obtain these documents.

Nominations for the vacant positions on the Clean Energy Council Board are required to be **submitted to the Secretary no later than 5.00pm (AEDT) Friday 25th October 2024** and must be in the format prescribed in clause 10.4(b) of the Constitution.

Nominations must be submitted in writing via mail or email to:

**The Company Secretary
Clean Energy Council
Level 20 180 Lonsdale Street Melbourne 300**

or

jbrown@cleanenergycouncil.org.au

Required forms

Nominees are required to execute and submit:

- 1) a nomination form;
- 2) a statement not exceeding 100 words summarising their biography plus any relevant Board and governance experience (which might include qualifications such as being a graduate of the Australian Institute of Company Directors)
- 3) a statement not exceeding 100 words setting out why they are seeking election and what they hope to bring to the CEC Board of Directors.

The 100-word limits will be strictly enforced.

For the information of nominees, a statement of directors' key duties and responsibilities is attached as Appendix 2 to this document.

Dated 7th October 2024

Appendix 1

Relevant excerpt of Clean Energy Council Constitution

10.1 Board Composition

- (a) The minimum number of directors is three. The maximum number of directors is to be fixed by the directors, but may not be more than twelve. The directors must not fix a maximum which is less than the number of directors in office at the time.
- (b) Up to nine directors will be elected in accordance with rule 10.6, and up to three directors will be additional directors appointed by the directors in accordance with rule 10.3.
- (c) The directors may also appoint an individual as a director to fill a casual vacancy.
- (d) Before consenting to act as a director, that individual must apply for, and subsequently obtain, a Director Identification Number.
- (e) Each director is to remain a director for the whole of that director's term, or until that person resigns or the office as director becomes vacant in accordance with rule 10.7.
- (f) Directors will be elected and appointed having regard to achieving on a continuous basis a diversity of representation across a range of factors including gender, geographic, technology type, experience / skill set, scale of operations including behind the meter and utility-scale and scale of business of the member they work for (if they are an employee of a member).

10.2 Eligibility

- (a) In order to be eligible for election the individual must be a member or an employee of a member.
- (b) In relation to directors who are members or employees of members:
 - (i) Individual members cannot appoint a representative.
 - (ii) Each member that is not an individual may have only one employee holding office as director.
- (c) In order to be eligible for appointment or election:
 - (i) the number of directors must not exceed the maximum number fixed under rule 10.1(a);
 - (ii) the individual must be 18 years of age or older;
 - (iii) the individual must sign a consent to act as a director;
 - (iv) the individual cannot be disqualified from managing a corporation under the Corporations Act; and
 - (v) if the vacancy exists in the directors who are members or employees of members, then the individual must be a member or employee of a member, and if the vacancy exists in the additional directors, then the individual must be appointed in accordance with rule 10.3.

10.3 Additional Directors

- (a) The directors may appoint up to three additional directors.
- (b) The appointment of additional directors is not subject to rules 10.4, or 10.6.

10.4 Nomination of directors

- (a) Nominations of candidates for election as directors will be called for at least 45 days prior to the annual general meeting of the company at which elections will be held. The notice calling for nominations must list those directors ceasing to be directors at the annual general meeting and whether they are standing for re-election, and the date the nominations must be received by the secretary.
- (b) The nominations must be:
 - (i) made in writing, signed by one member or employee of a member other than the candidate;
 - (ii) accompanied by a short biographical statement and the written consent of the candidate (which may be endorsed on the form of nomination);
 - (iii) delivered to the secretary before the date notified.

10.5 Retirement and re-election

- (a) A director appointed by the directors as a casual vacancy under rule 10.1(c) holds office for the remainder of the term of the director she or he is replacing, subject to approval by the members at the next annual general meeting.
- (b) No elected director may hold office without re-election beyond the third annual general meeting following the meeting at which the director was last elected or re-elected.
- (c) An elected director retiring from office is, subject to rule 10.7, eligible for re-election.
- (d) The retirement of a director from office and the re-election of the director or the election of another person to that office (as the case may be) takes effect at the conclusion of the meeting at which the retirement and re-election or election occur.

10.6 Election process

- (a) Each member may vote for up to two candidates, with voting allocated as follows:
 - (i) sponsor – 20 votes if voting for one candidate, and if voting for two candidates, 20 votes for each candidate;
 - (ii) corporate – 6 votes if voting for one candidate, and if voting for two candidates, 6 votes for each candidate;
 - (iii) professional services – 3 votes if voting for one candidate and if voting for two candidates, 3 votes for each candidate;
 - (iv) associate – 2 votes if voting for one candidate, and if voting for two candidates, 2 votes for each candidate;
 - (v) emerging technology – 1 vote if voting for one candidate, and if voting for two candidates, 1 vote for each candidate;
 - (vi) network – 1 vote if voting for one candidate, and if voting for two candidates, 1 vote for each candidate; and
 - (vii) international – 1 vote if voting for one candidate, and if voting for two candidates, 1 vote for each candidate.
- (b) For the avoidance of doubt, members cannot apportion their votes other than in accordance with the allocations in rule 10.6(a).
- (c) The candidates with the most number of votes will be elected as directors until all vacant positions are filled.

10.7 Directors' Term of Office

- (a) The term of office of a director commences on the date that person is appointed or elected as a director and continues for a period of time as determined by this rule 10.7.
- (b) The term of office of directors elected in accordance with rule 10.6 is three years (expiring at the relevant annual general meeting).
- (c) If an elected director has served for continuous terms of or exceeding 9 years, that director shall not be eligible for re-election and cannot be nominated for election or be appointed for a period of 2 years from the director's date of retirement.
- (d) The term of office of appointed directors pursuant to rule 10.3 is for a period of up to 3 years as determined by the directors.
- (e) Each appointed director may be re-appointed under rule 10.3(a) for up to a maximum of 9 consecutive years.
- (f) The maximum term of elected and appointed directors applies at the end of their respective terms.
- (g) Each director remains a director until that person's term of office expires or until that person resigns or is otherwise removed as a director in accordance with the Corporations Act and this constitution.

14. Transitional Provisions

For the avoidance of doubt:

- (a) A person holding the office of director immediately prior to 2 October 2023 will, subject to rule 10.7, continue to hold that position;
- (b) any term served by a director immediately prior to 2 October 2023 will be counted in determining the term limits as provided by rule 10.7;
- (c) in the absence of any contrary intention in this constitution, all appointments and actions taken under the constitution in force preceding 2 October 2023 will continue to have the same status, operation and validity after 2 October 2023;
- (d) at the first Annual General Meeting after 2 October 2023, the 3 directors elected in accordance with rule 10.6 who receive the most votes will be elected for a term of 3 years, with the remaining 2 elected directors to serve a term of 2 years, unless agreed otherwise between the elected directors; and
- (e) at the second Annual General Meeting after 2 October 2023, the 3 directors elected in accordance with rule 10.6 who receive the most votes will be elected for a term of 3 years, with the remaining 1 elected director to serve a term of 1 year, unless agreed otherwise between the elected directors.
- (f) Notwithstanding any other provision of this Constitution, the current terms of appointed or elected directors as at 2 October 2023 are not affected by these amendments

Appendix 2

Board of Directors Statement of Key Duties and Responsibilities

Board Responsibilities and Duties

The primary responsibilities of the Board are:

- Oversight of the Council, including its control and accountability systems
- Appointing and removing the CEO and approving the terms of engagement and termination benefits
- Input into and approval of a strategic plan for the Council, prepared by the Chief Executive and monitoring performance against the plan
- Ensuring that systems are in place to facilitate the effective management of the principal risks to the Council
- Ensuring proper delegations from the Board to the Chief Executive and other senior staff as appropriate
- Ensuring that the Council has adequate reporting systems and internal controls (both financial and operational), codes of conduct and legal compliance systems and monitoring them
- Approving and monitoring the progress of major capital expenditure, capital management, and acquisitions and divestitures
- Protecting the Council's financial position and its ability to meet its debts and other obligations as they fall due
- Ensuring that the Council's accounts comply with relevant accounting standards and present a true and fair record
- Ensuring senior management has sufficient resources to deliver the work of the Council
- Adopting an annual budget for the financial performance of the Council and monitoring performance against it and
- Ensuring that the Council has an effective process for communicating with members, other stakeholders and the public.

Individual Board Member Responsibilities and Duties

Individual Board members are required to:

- Act at all times in the best interests of the Council overall
- Inform the Council in a timely fashion and in good faith of any real or potential conflicts of interest arising from their personal business or that of the company they represent
- Inform the Council in a timely fashion of any invitations or speaking engagements, memberships, agreements, partnership positions or other activity relating to events or groups that impact on the operation and objectives of the Council
- Support the Chief Executive and the management team in the undertaking of other work for the Council

Board members are expected to contribute actively and effectively to all activities. All prospective candidates should acquaint themselves thoroughly with what is required to fulfil the role before nominating.