



Combat Institute of Australia

**NOMINATIONS COMMITTEE
CHARTER**

Adopted: December 2020

Nominations Committee Charter

1. Formation of the Nominations Committee

The Nominations Committee (“the Committee”) is established and its powers, duties and terms of reference are delegated to it by the Board pursuant to Clause 13.3 of the Constitution.

The object of this Charter is to regulate and provide a framework for the operation of the Committee to assist the Board in relation to the conduct of elections and/or appointment of Directors to the Board.

This Charter shall be read subject to the Constitution and, to the extent that any provision of this Charter is inconsistent with the Constitution, that provision shall be of no effect.

The Board authorises the Committee in carrying out this Charter to:

- (a) Where permitted by law or pursuant to contract, seek any information that it requires from any Member Sport, staff member, Director or contractor;
- (b) Seek any information that it requires from any external party so long as any expense of the third party is first approved by the Board; and
- (c) Request the attendance of any Member Sport representative, staff member, Director or contractor at any Committee meeting.

2. Composition and Structure of the Nominations Committee

As per Constitution, the Committee shall comprise:

- an independent Chair who shall be appointed by the Board;
- a Director chosen by a majority of Directors; and
- a representative of each Voting Member appointed by its Board.

The Board will formally approve composition of the Committee and remove and replace members of the Committee by resolution. Members may withdraw from the Committee by written notification to the Board.

The Directors appointed to the Committee shall not include any Director seeking election as a Director in the current year.

3. Duties and Responsibilities of the Nominations Committee

Role and Responsibilities – Election of Directors

In relation to election of Directors, the role of the Committee is to assist the Board, as required, to identify individuals who are qualified to become Directors. Specifically, the Committee is empowered to:

- a) At the request of a prospective candidate, meet with that person prior to the deadline for nominations, to discuss the process and the skills that the Board has asked the Committee to prioritise in identifying individuals who are qualified to become Directors;
- b) After nominations have closed request any new Director nominees to meet with the Committee and to provide it with any relevant information. A nominee may decline to be interviewed by the Committee;
- c) Determine whether each nominee is a suitable person to serve as a Director. Factors to be considered when reviewing a potential candidate for Board election include

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without limitation:

- I. The skills, experience, expertise and personal qualities that will best complement Board effectiveness – this will be assessed using a Board Skills Matrix;
- II. The existing composition of the Board, having regard to the objective of achieving a Board comprising Directors from a diverse range of backgrounds;
- III. The capability of the candidate to devote the necessary time and commitment to the role (this involves a consideration of matters such as other Board or executive appointments)
- IV. Good character and standing;
- V. Qualifications to be elected as a Director – e.g. to be in a position to satisfy requirements of the Australian Securities and Investments Commission;
- VI. Suitable Board experience in commercial or not-for-profit organisations;
- VII. Considered to be someone operating successfully in their chosen profession or business;
- VIII. Does not have any matters from their past that would create any issues of impairment of the brand of the organisation; and
- IX. Independence and potential conflicts of interest. Refer to the Board Conflict of Interest Policy.

Role and Responsibilities – Appointment of Directors

Pursuant to Clauses 13.8 and 13.9 of the Constitution, the Board is empowered to appoint Directors in the circumstances outlined in those clauses. In relation to appointment of Directors, the role of the Committee is to assist the Board, by identifying and recommending individuals who are qualified to become Directors.

Specifically, the Committee is empowered to interview such candidates as are identified and provide the Board with an assessment as to whether in the Committee's opinion, it is satisfied that each recommended candidate is a suitable person to serve as a Director. Factors to be considered when reviewing a potential candidate for Board appointment include without limitation:

- I. The skills, experience, expertise and personal qualities that will best complement Board effectiveness – this will be assessed using a Board Skills Matrix;
- II. The existing composition of the Board, having regard to the objective of achieving a Board comprising Directors from a diverse range of backgrounds;
- III. The capability of the candidate to devote the necessary time and commitment to the role;
- IV. Good character and standing;
- V. Qualifications to be elected as a Director – e.g. to be in a position to satisfy requirements of the Australian Securities and Investments Commission;
- VI. Suitable Board experience in commercial or not-for-profit organisations;
- VII. Considered to be someone operating successfully in their chosen profession or business;
- III. Does not have any matters from their past that would create any issues of impairment of the brand of the organisation; and
- XVII. Independence and potential conflicts of interest. Refer to the Board Conflict of Interest Policy.

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Role and Responsibilities of the Board in relation to the Nominations Committee

The Board has the following role and responsibilities in relation to the Nominations Committee:

- (a) Establish and maintain the Committee pursuant to this Constitution;
- (b) Provide the Committee with a Skills Matrix that seeks to identify the high-level skills of the current Directors and any skill-gaps that might exist in the Board. It is to be used as a guide for the Committee in making its recommendations, but is not a binding criterion;
- (c) In relation to appointment in the case of casual vacancies and in other situations covered by Clauses 13.8 and 13.9 of the Constitution, assist the Committee with identifying a list of candidates to be interviewed and receive the assessment of the Committee as to whether candidates are suitable persons to serve as Directors. Having received the Committee's recommendations and after having considered such other information as it deems appropriate, the Board may appoint a candidate to fill the casual vacancy or appointed Director position.
- (d) Take such other action as is appropriate to give effect to the operation of the Committee.

4. Meetings of the Nominations Committee

The Committee shall meet as and when directed by the Chair.

A quorum shall be three members.

As per Constitution, the Chair shall have a casting vote.

5. Conflicts of Interest

The Committee and its members will declare and manage all potential conflicts of interest in line with the Board Conflict of Interest Policy.

6. Assessment and Evaluation of Committee's Performance

The Committee will:

- Conduct an annual assessment of its performance at its last meeting before each AGM, through a discussion and review by the Committee members moderated by the Chair of Board. A summary of the evaluation will then be provided to all Directors; and
- Determine the goals and objectives of the Committee for the forthcoming year and review this Charter in light of any modifications to the Committee's goals and objectives.