

NOMINATIONS COMMITTEE TERMS OF REFERENCE

Date: JUNE 2020

ROLE:

The Triathlon Western Australia Nominations Committee (Committee) is a subcommittee that provides advice and recommendation to the Triathlon WA Board (TWA).

The committee aims to oversee and monitor the boards performance, succession planning, and TWA's diversity policy.

Purpose

Without limiting its role, the Committee will:

- I. Assess the skills and experience required to competently discharge the duties of the Board having regard to the challenges, opportunities, performance and strategic direction of TWA;
- II. Identify competencies and any gaps or opportunities for enhancement of relevant competencies, including the specific attributes or skills deemed necessary for one or more Directors to possess to maintain on the Board an appropriate mix of skills, knowledge, experience, independence and diversity.
- III. Consider and recommend to the Board potential candidates for election by the membership having regard to the balance of skills, knowledge, experience, independence and diversity of the Board and how the candidate's attributes balance and complement those qualities.
- IV. Consider and recommend to the Board potential candidates for appointment as Directors having regard to the balance of skills, knowledge, experience, independence and diversity of the Board and how the candidate's attributes balance and complement those qualities
- V. Consider succession planning for Directors in view of the present and likely future needs of TWA and the skills and knowledge required to meet those needs
- VI. Develop, implement and disclose the process by which the performance of the Board, its Committees and Directors are annually evaluated, and report annually to the Board on the overall performance evaluation board and executive succession planning in place;
- VII. Developed and implemented corporate governance policies, practices and procedures that reflect appropriate standards with respect to corporate governance; and
- VIII. monitors, maintains and amends, when necessary, its corporate governance policies, practices and procedures

The Committee is responsible for reporting to the Board on all relevant matters relating to this Charter to enable the Board to take any necessary decisions and/or actions. The Committee may also be required to provide advice to the Board on specific matters that the Board has referred to it for consideration and advice.

MEMBERSHIP

(a) The Committee shall be composed of no less than 3 and no more than 6 members appointed by the TWA board.

(b) One Director of TWA board may be included on the Committee

(c) The Chairman of the Committee will be an independent director, appointed by the Board from the Committee's members.

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- (d) The term of the position is for 2 years
- (e) The Committee is an advisory Committee. It does not have any executive or decision-making powers. The Committee formulates recommendations to the ED of TWA.
- (f) Executive will be invited to meetings on an as needs basis.

REQUIREMENTS FOR MEMBERS (Criteria)

Committee members will be able to demonstrate experience in some of the following:

- I. Knowledge and understanding of contemporary governance practices
- II. Previous experience as a non-executive director on a not-for-profit board
- III. Understanding of board diversity and Women in Leadership Targets
- IV. Background in Human Resources and/or recruiting
- V. Experience and/or understanding of the role of an advisory committee

MEETINGS

Meetings to be held at a minimum 2 times per financial year, unless otherwise recommended by the Committee. Meetings may take place in person, via tele-conference or another electronic medium. This will be coordinated by the Chair

The Chair may call a special meeting of the committee to be held either in person or via teleconference, with members being given at least seven days’ notice of the meeting.

The Chair must:

- I. ensure all items are referred for additional advice to appropriate other subcommittees of the Council, where appropriate;
- II. ensure all discussion items end with a decision or action;
- III. nominate an acting-chair from the committee to act in the Chair's place, as required.

A quorum of 3 members must be present before a meeting may proceed; including the Chair (or nominated acting-Chair)

There is a standing invitation for other TWA Directors to attend the Committee meetings
 Executive Director will arrange for a member of staff to fulfil the role of secretary

At a subsequent meeting, the minutes should be checked and endorsed by the Committee, and signed by the chair as an accurate record of the meeting.

REPORTING REQUIREMENTS

The minutes of the Committee meetings are to be included in the agenda of the next available Board meeting, and the Committee chair will brief the Board on all significant matters discussed at the Committee meetings. The Chair will also be required to report back to the board as required by the annual agenda.

CONFIDENTIALITY

All business of the committee that members should understand is confidential must be treated as confidential. Members are not to disclose any confidential information to anyone outside the committee and are to treat this material with the utmost care and discretion.

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CONFLICTS OF INTEREST

The guidelines set out in TWA's Board Charter or approved by the Board from time to time relating to declaring and dealing with conflicts of interests at a Board level will apply to this Committee.

EVALUATING THE COMMITTEE

The Committee will:

- I. Evaluate its performance on an annual basis
- II. Obtain feedback from the Board on the Committee's effectiveness
- III. Review the Nominations Charter at least every three years and discuss any required changes with the Board and ensure that the Charter is approved or re-approved by the Board.

AUTHORITY

In discharging its responsibilities under this Charter, the Committee has authority to:

- I. Seek through the Executive Director any information it requires from any staff member- all of whom are directed to co-operate with the Committee's requests
- II. Obtain external professional advice it considers appropriate or necessary in order for it to properly carry out its functions subject to obtaining the prior approval of the Board or the chair of the Board
- III. Make recommendations to the board.

The Committee has authority to conduct or authorise investigations into any matters within its scope of responsibilities under this Charter.

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