

TOR	Governance
TITLE:	Nominations Committee Terms of Reference
AREA:	Governance
RESPONSIBILITY:	Chief Executive Officer
DATE APPROVED:	26 June 2020
APPROVED BY:	Paddle Australia
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1. INTRODUCTION

The Nominations Committee (Committee) has been established by the Board of Paddle Australia (PA) under clause 19 of the PA Constitution. These Terms of Reference (ToRs) set out the duties and powers afforded to the Committee.

2. PURPOSE

The Committee reports and make recommendations to the Board through a transparent and independent process that provides effective renewal and succession planning for the Board and Board Committees. The Committee makes recommendations relating to the:

- overall mix of Director skills, capability, experience, and diversity considered desirable to further the strategic objectives of PA
- identification of potential areas of vulnerability in the experience, skill mix, diversity, performance or composition of the Board.
- selection of individuals to be considered for appointment to the Board as Appointed Directors or under a casual vacancy
- provision guidance to State Member Associations (SMAs) on the role and capabilities required by Elected Directors
- selection and composition of Board Committees

The existence of the Committee does not imply the fragmentation or diminution of the role of the Board.

3. DUTIES AND RESPONSIBILITIES

3.1 The Committee's responsibilities are to determine that an appropriate and transparent process is in place for the effective succession planning and renewal for the Board and Board Committees. In assisting the Board to fulfil its responsibilities, the duties of the Committee shall be to:

- a) Establish selection criteria, including qualities and competencies, for the selection of new directors to the Board
- b) Ensure that the following reviews are conducted at least every two years, either internally or utilising external consultants:
 - i) Review of the Board's composition to ensure it has the appropriate skills, experience, and diversity to assist in the achievement of PA's vision and strategic goals, both currently and in the future.
 - ii) Review of the Board's size, specifically the number of Appointed Directors, in order to ensure the Board has the requisite expertise and its membership consists of persons with sufficiently diverse and independent backgrounds.
 - iii) Review the performance of the Board, Chair and individual Directors.
- c) Conduct a gap analysis, based on the reviews, prior to the election or appointment of Directors

- d) Provide recommendations to the Board:
 - i) regarding skills sought amongst Elected Directors based on the findings of the reviews and gap analysis, for the Board's consideration. The Board will disseminate these recommendations to Member Associations (MAs) prior to MAs seeking individuals to nominate for Elected Director positions on the Board, at its discretion.
 - ii) on candidates to fill Appointed Director positions or casual vacancies, with candidates identified through a selection process conducted by the Committee.
 - iii) on whether Appointed Directors should be considered for reappointment to the Board.
 - e) Conduct all necessary and appropriate inquiries into the backgrounds and qualifications of possible candidates, including questions of independence and conflicts of interest, for both Appointed and Elected Director positions and provide advice to the Board in respect to the appropriateness, or not, of candidates. Report to and advise the Board on matters of conduct that may bring paddling into disrepute.
 - f) Research and identify for the Board appropriate candidates for consideration as Directors and Board Committee members on an ongoing basis.
 - g) Perform such other duty or undertaking that the Board may request from time to time.
- 3.2 The Committee must always have regard to, and notify the Board of, all legal and regulatory requirements, including any relevant Constitutional matters and compliance with Sport Australia's Sports Governance Principles.

4. COMPOSITION OF THE NOMINATIONS COMMITTEE

- 4.1. The Committee shall be appointed by the Board. The Committee shall comprise of between three and five members with both genders represented.
- 4.2. The Committee shall consist of a current PA director, a member appointed at the recommendation of a Member Association and an external expert with relevant experience in recruitment, human resources, or board appointments.
- 4.3. The member appointed at the recommendation of a MA will be selected from suitable nominations received from the MAs at the Board meeting held within 10 weeks of the AGM. This position will be for a maximum three (3) year term.
- 4.4. Each member appointed at the recommendation of a MA may overlap with the current representative by one year allowing for a smooth transition and corporate knowledge retention. Nominations will be sought from MAs as required.
- 4.5. Additional committee members may be appointed by the Board according to their prior board, industry or other relevant experience.
- 4.6. Committee members shall normally serve for three (3) year terms. Except as provided for in 4.3 above, a Committee member may be reappointed to the Committee after their term has expired but may only serve a maximum of three consecutive terms.
- 4.7. The PA CEO or their delegate shall be the Committee Secretary.

5. CHAIRPERSON

- 5.1 The Board shall appoint one of the Committee members to be the Committee Chairperson.
- 5.2 The Committee Chairperson shall chair the meetings of the Committee and set its agendas, in consultation with the CEO
- 5.3 Should the Committee Chairperson be absent from a meeting, the Committee members present must appoint a Chairperson for that meeting.

6. MEETINGS

- 6.1 The Committee shall meet at least twice per year and in accordance with the Annual Board Calendar. Participants may attend by video conference and/or teleconference.
- 6.2 The Committee Chairperson, any Committee member or the Committee Secretary may call a meeting of the Committee.
- 6.3 Any person may be invited by the Committee Chairperson to attend meetings of the Committee, but not necessarily for the full duration of the meeting.
- 6.4 A quorum must consist of two members of the Committee.
- 6.5 The Committee Chairperson shall not have a second or casting vote.
- 6.6 The CEO or delegate must prepare the minutes of the Committee within seven (7) working days. After the Committee Chairperson has given preliminary approval, the draft minutes are circulated to all Committee members and the PA Board.

7. REPORTING

- 7.1 The Committee Chairperson will report to the Board on the Committee meetings regarding all relevant matters and appropriate recommendations in a written report (with supporting material) for noting or approval by the Board.

8. AUTHORITY

- 8.1 The Board has authorised the Committee, within the scope of their duties and responsibilities set out in this Terms of Reference, to:
 - a) perform the activities required to address its responsibilities and make recommendations to the Board;
 - b) require the attendance of any PA manager or staff member at meetings as appropriate; and
 - c) have access to any PA information deemed relevant by the Board, such as director candidate EOs and nomination documents, PA Board Skills Matrix and reviews of Board and Board Committee composition and performance.

9. INDUCTION AND EDUCATION

- 9.1 The Board is responsible for providing new Committee members with an appropriate induction program and ongoing educational opportunities as it sees fit.

10. INDEMNITY

- 10.1 PA shall indemnify the Committee and the Committee members against any claim of defamation or loss caused by in respect of any act or omission during the course of the Committee's work, or arising out of any finding made by the Committee, except in the event of fraud.

11. ACCESS TO RESOURCES AND INDEPENDENT ADVISERS

- 11.1 The Committee shall have access to reasonable internal and external resources. For example, the Committee may seek the advice of PA's legal advisors or other independent professional advice as to any matter pertaining to the powers or duties of the Committee or the responsibilities of the Committee, as the Committee may require.

12. REVIEW OF TERMS OF REFERENCE

- 12.1 The Committee will review the Terms of Reference annually and make any recommendations to the Board for approval.