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Nominations Committee Charter

1. Formation of the Nominations Committee

The Nominations Committee (**Committee**) is established by the Board pursuant to Clause 11.1 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 the 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.

This Charter is to be made available on the Club's website.

The formation and operation of the Committee does not prevent any member, who is authorised to do so, from standing for election to the Board pursuant to Clauses 7 and 8 of the Constitution.

2. Composition and Structure of the Nominations Committee

The Committee is appointed annually with effect from 1 October in any year and continuing until 30 September of the following year. Members of the Committee can be reappointed from year to year.

The Committee will consist of up to five members and must include both directors and one or more suitably qualified external persons as determined by the Board from time to time, provided that there shall always be at least one external person on the Committee, and where there are five Committee members, at least two external persons.

The directors appointed to the Committee shall not include any director seeking election as a director in the relevant year.

The Chair will be appointed by the Board.

3. Duties and Responsibilities of the Nominations Committee

3.1 Role and Responsibilities – Election of Directors



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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 Board members;
- b) After nominations have closed and before the date set for withdrawal of nominations pursuant to the Constitution, request any nominees to meet with the Committee and to provide it with any relevant information;
- c) Provide the Board with an assessment as to whether in the Committee's opinion; it is satisfied that each nominee is a suitable person to serve as a director. Factors to be considered when reviewing a nominee for Board election include without limitation:
 - I. The skills, experience, expertise and personal qualities that will best complement Board effectiveness and the Club's strategic plan – this will be assessed using the Board Skills Matrix and other considerations;
 - 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; (eg, directors are required (on average) to attend a formal Board meeting, two or more sub-committee meetings and one informal Board meeting per month, approximating a minimum of 10-12 hours per month);
 - IV. Good character and standing in the community;
 - V. A history of supporting the Club;
 - VI. Qualifications to be elected as a director – e.g. to be in a position to satisfy licensing requirements of Liquor Licensing, Gaming regulations and the Australian Securities and Investments Commission;
 - VII. Suitable Board experience in commercial or not-for-profit organisations;
 - VIII. Considered to be someone operating successfully in their chosen profession or business;
 - IX. Does not have any matters from their past that would create any issues of impairment of the brand of the Club; and
 - X. Independence and potential conflicts of interest.
- d) If the President so requests, rank each of the nominees in terms of their suitability to serve as a director taking into account the criteria in paragraph 3.1(c).



3.2 Role and Responsibilities – Appointment of Directors

- (a) Pursuant to Clause 8 of the Constitution the Board is empowered to appoint directors in the circumstances outlined in that clause. In relation to **appointment 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:
- I. Interview candidates and provide the Board with an assessment as to whether in the Committee's opinion, it is satisfied that the 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, the skills, experience, expertise and personal qualities that will best complement Board effectiveness and the Club's strategic plan. This will be assessed using the Board Skills Matrix amongst other things;
 - 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 (eg, directors are required to attend (on average) a formal Board meeting, and two or more sub-committee meetings and one informal Board meeting per month, approximating a minimum of 10-12 hours per month);
 - IV. Good character and standing in the community;
 - V. A history of supporting the Club;
 - VI. Qualifications to be elected as a director – e.g. to be in a position to satisfy licensing requirements of Liquor Licensing, Gaming regulations and the Australian Securities and Investments Commission;
 - VII. Suitable Board experience in commercial or not-for-profit organisations;
 - VIII. Considered to be someone operating successfully in their chosen profession or business;
 - IX. Does not have any matters from their past that would create any issues of impairment of the brand of the Club; and
 - X. Independence and potential conflicts of interest.
- (b) If the President so requests, rank each of the nominees in terms of their suitability to serve as a director, taking into account the criteria in paragraph 3.2(a).

3.3 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) Appoint the Committee pursuant to this Charter;



- (b) Provide the Committee with a Skills Matrix that identifies the skills of the current board directors and any skill-gaps that might exist in the Board having regard to the Club's strategic plan. The Matrix is to be used as a guide for the Committee in making its recommendations but is not a binding criterion;
- (c) In relation to ***elected positions***, receive the assessment of the Committee as to whether nominees are suitable persons to serve as directors and, if the President has requested it, the Committee's ranking of each of the nominees in terms of their suitability to serve as a director. Having received the Committee's assessment, the Board is to decide whether and in what manner that information is to be communicated to nominees and members.
- (d) In relation to ***appointment in the case of casual vacancies and in other situations covered by Clause 8 of the Constitution***, assist the Committee in identifying candidates to be considered and receive the assessment of the Committee as to whether a candidate is a suitable person to serve as a director and, if the President has requested it, the Committee's ranking of each of the candidates in terms of their suitability to serve as a director. Having received the Committee's assessment and after having considered such other information as it deems appropriate, the Board may appoint a candidate to fill the casual vacancy.
- (e) 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, including at least one external member. In the case of deadlock, the Chair shall have a casting vote.

Minutes of the meetings will be prepared and reported to the Board.

5. Assessment and Evaluation of Committee's Performance

The Committee will, at least once in each financial year:

- (a) Have its performance assessed in the method prescribed by the Board and having regard to the requirements of this Charter; and
- (b) Determine the goals and objectives of the Committee for the forthcoming year and review the Charter in light of any modifications to the Committee's goals and objectives.

Adopted by the Board on 18 October 2016