



Nomination Committee Charter

(1.0) Aims

The role of the committee is to assist the Board in fulfilling its responsibilities by reviewing, advising and making recommendations to the Board on:

- Board composition, size and time commitments expected of Board members;
- a skills/competencies matrix for the Board which contains both an assessment of the skills and competencies required on the Board and the skill and competency set of current Board members;
- strategies on Board gender diversity and diversity in general;
- identification and recommendation of suitable candidates for appointment to the Board;
- Board succession plans to maintain the required mix of skills, diversity and experience;
- any nominations received from individuals who wish to be appointed to the Board in accordance with the criteria and guidelines set out below;
- developing and implementing procedures for the Board's periodic evaluation of its performance and the endorsement of retiring directors seeking re-election; and
- Board induction and the provision of appropriate training and development opportunities for Board members as required.

(1a) Nomination criteria

When reviewing a nomination for a membership of the Board, the nomination committee must take into account:

- the relevance and seniority of previous positions held;
- current and previous directorial/Board member experience;
- the level of education achieved by the nominee;
- recent development relevant to the role, and in particular, development in the role of a director/Board member;
- the standing of a nominee in the community;
- other qualifications;
- whether the skill set of the nominee compliments the skill set of the Board;
- whether the nominee brings diversity to the Board;
- any declared or apparent conflict of interest;
- any other attributes that the nomination committee believes will benefit the Association.

(2.0) Responsibilities

The role of the Board nomination committee is to assist and advise the RGYC Board (Board) in fulfilling its responsibilities to the members of the Association on:

- matters relating to the structure and composition of the Board;
- matters relating to the performance of the Board;
- matters relating to the professional development of Board members;
- matters relating to senior executive selection and performance; and
- other matters as required.

The Board nomination committee is not a decision making body but assists the Board by implementing Board policy on Board composition and recommending nominations which require Board approval.

(3.0) Roles

- The nomination committee is a committee of the Board.
- All appointments to the committee and the appointment of the chair are approved by the Board.
- *The committee's structure shall be as follows:*
 - *A minimum of three members in total*
 - *At least one member from the board*
 - *One or more external individuals who are not RGYC members, serving as independent committee members*
 - *One or more regular RGYC members who are not on the board*
- The Board may appoint one or more persons who are not members of RGYC as independent members of the committee.
- Committee members will be selected from the Board members OR a majority of members will be Board members.
- The committee will elect its chair OR the Board will appoint the chair.
- Appointment to the committee will be for two (2) years or as determined by the Board.

(3a) Secretariat Duties

- The company secretary or another delegated person undertakes the duties of secretariat.
- Proceedings of all meetings are minuted, ratified by members in attendance and signed by the committee chair.
- The company secretary will ensure that the Board considers the composition of the committee annually.

(4.0) Meetings

- The committee will hold meetings at least twice each year and additionally as it considers necessary.
- A quorum will be the smallest number greater than half the members.
- Committee members will be invited to disclose conflicts of interest at the commencement of each meeting.
- If the chair is absent members who are present will select a chair for that particular meeting.
- Meetings of the committee may be held face to face or using any technology which enables members to participate in a discussion.
- The notice and agenda of meetings will include relevant supporting papers.
- The committee may invite other people to attend as it sees fit, and consult with other people or seek any information which will help it to fulfil its responsibilities.
- The chair will communicate the decisions of the committee to the Board after each meeting within a reasonable period.

(5.0) Voting

Matters will generally be decided by consensus or, if a consensus can't be reached, by a majority of votes from the members present.

(6.0) Review

The committee should review this charter at least every two years to provide assurance that it remains consistent with the Board's objectives and responsibilities and continues to reflect current processes and appropriate corporate governance principles.

The Board must approve any amendments made to the charter as a result of any review.