

NOMINATIONS
SUB COMMITTEE
CHARTER

Nominations Committee Charter - Terms of Reference

Title: MNSW Board Nominations Sub-Committee Terms of Reference

Creation Date: March 2023

Next Review Date: March 2024

Responsible Persons: Motorcycling NSW Board

Authority: This document is a Charter made pursuant to the Motorcycling NSW Governance Policy. MNSW may unilaterally introduce, vary, remove or replace this Charter at any time.

1. Charter

- 1.1. The Nominations Committee ('Committee') is a committee of the Motorcycling NSW Board ('Board').
- 1.2. This charter is the written charter of the Committee and sets out the roles, responsibilities, composition and operation of the Committee ("Charter")
- 1.3. This charter is enforced as per the relevant provision in the MNSW Constitution.

2. Purpose and Authority

- 2.1. The purpose of the Committee is to:
 - 2.1.1. ensure that there is a robust approach to Board governance within MNSW that aligns to best practice and enables an environment where the Board can carry out effective and responsible decision-making and oversight
 - 2.1.2. identify candidates to fill Director vacancies (including casual vacancies) and assess the suitability of all nominees for Director vacancies
 - 2.1.3. Determine, in accordance with the MNSW Constitution, that a nomination is unsuitable for further consideration by MNSW, the Directors or the Members (as applicable), in accordance with the criteria as determined by this Committee or by application of the MNSW Constitution, but only if this decision is unanimous of all Nominations Committee members then in office.

3. Role of the Committee

- 3.1. The Board has authorised the Committee, within the scope of their duties and responsibilities set out in this Charter to:
 - 3.1.1. manage the process to identify, review and interview Director candidates and recommend preferred nominees for nomination or appointment to the Board;
 - 3.1.2. understand and follow the Director Skills Matrix and how they can be applied in the identification and recommendation of Directors; and
 - 3.1.3. perform other such functions as the Board may from time to time assign to the Committee.

4. Responsibilities of the Committee

In assisting the Board in fulfilling its responsibilities, the duties of the Committee shall be to:

- 4.1.1. apply the skills matrix developed by the MNSW Board, in the consideration and recommendation of candidates;
- 4.1.2. develop a process to undertake a call for nominations that ensures nominees are made aware of the identified skill sets required to contribute to the Board as per the skills matrix;
- 4.1.3. receive and review all nominations for all Board Director positions, with reference to the eligibility criteria as outlined in the MNSW Constitution;

- 4.1.4. facilitate and coordinate communication with all nominees for Board Director positions, set up and conduct interviews as appropriate;
- 4.1.5. assess nominees against the skills matrix prepared by the MNSW Board and requirements required;
- 4.1.6. finalise its recommendations and provide these to the MNSW Board for distribution to the members, noting recommendations of the Committee are not binding;
- 4.1.7. as required, ensure that a process is undertaken to evaluate and analyse the skills, expertise, experience, diversity and independence of the Directors of the Board and make recommendations to the Board regarding appointments.

5. Membership

- 5.1. The Committee shall comprise of not less than five (5) and no more than ten (10) individuals, all appointed by the directors. The Committee must include at least:
 - 5.1.1. One Director, chosen by the Board
 - 5.1.2. One individual member or Life Member
 - 5.1.3. Any suitable individuals as determined by the Directors, who may but are not required to be members.
- 5.2. The Chair of the Committee will be appointed by the Board annually.

6. Meeting Proceedings

- 6.1. The Committee will meet at least once per year, and as often as it deems necessary or appropriate to perform its obligations under this Charter. A meeting may be conducted either in person or electronically.
- 6.2. The Committee may invite other people to attend meetings as it sees fit, and consult with other people or seek any information it considers necessary to fulfil its obligations under this Charter.
- 6.3. A quorum shall constitute at least 50%, plus one, of the members of the Committee.
- 6.4. Committee members will be invited to disclose conflicts of interest at the commencement of each meeting. Where members or invitees are deemed to have a real or perceived conflict of interest, they will be excused from Committee discussions on the issue where the conflict exists.
- 6.5. The Committee Secretary or delegate must prepare the minutes of the Committee meeting within seven (7) working days. After the Committee Chairperson has given preliminary approval, the draft minutes are circulated to all Committee members. The Minutes must be ratified at the next Committee meeting, with a copy of the final minutes provided to the Board at the next Board meeting; however, a redacted version may be provided in the case of conflicts of interest with the full Board.
- 6.6. When making recommendations on candidate suitability, the Committee must prepare a report to the Board. This report must contain:
 - 6.6.1. A short-list of preferred and recommended candidates
 - 6.6.2. A long-list of all candidates
- 6.7. Committee members will not discuss the specifics of candidate applications, interviews, or Committee deliberations other than with other members of the Committee, or with the prior approval of the Committee Chairperson.

- 6.8. At no point will committee members seek to interfere or unduly influence the Committee's recommendations for any reasons outside of the skills matrix and Director Success Profile as provided by the Board.

7. Charter Terms

- 7.1. The Committee will review the Charter annually to ensure it is fit for purpose and meets the needs of MNSW and the Committee.
- 7.2. Any amendments to the Charter must be approved by the Board.



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