

NOMINATIONS COMMITTEE

Terms of Reference

[Version 2019:01]





1. Introduction

The purpose of this Terms of Reference is to document the objectives, responsibilities, composition and administration of the Nominations Committee (“Committee”) of the Board of Netball WA (“NWA Board”) and its subsidiaries (West Coast Fever Netball Club Limited and Glass Jar Australia Limited) and Subcommittees.

2. Purpose

The purpose of the Committee is to assist the NWA Board in ensuring that Netball WA (“NWA”), West Coast Fever (“WCF”) and Glass Jar Australia (“GJA”) have Boards and Subcommittees of an appropriate structure, size and balance of skills to support their strategic objectives whilst maximising the collaboration and skills across the group to achieve agreed common purpose, values and goals.

3. Authority

The Committee is empowered by the NWA Board to perform the activities and make recommendations relating to all its responsibilities set out in Section 6 of this Terms of Reference. In addition, the Committee is authorised to:

- 3.1 seek any information it requires from any employees or external party, all of whom must co-operate with any request made by the Committee;
- 3.2 obtain outside legal or other independent professional advice;
- 3.3 carry out any activities, determinations, decisions or resolutions delegated by the Board to the Committee; and
- 3.4 request the attendance of any external party with relevant experience and expertise.

4. Constitution

4.1 Membership

The Board will appoint the members of the Committee and the Chair of the Committee (“Chair”). The Committee will be comprised of:

4.1.1 Voting Members

- Two members of the NWA Board;
- One member of the Board of WCF, who is not already a member of the Committee;
- One member of the Board of GJA, who is not already a member of the Committee;

4.1.2 Non-voting Members

- The CEO/WCF Managing Director;



- The GJA Executive Officer;
- NWA's General Manager, People and Culture;
- Additional members at the discretion of the NWA Board who:
 - are independent of NWA and the Boards, including appropriate staff members as required; and
 - the NWA Board determines has the skills, expertise or experience that are of benefit to the Committee, having regard to the Committee's purposes and responsibilities.

The Committee will appoint NWA's General Manager, People and Culture as secretary of the Committee ("Secretary").

Members will be appointed for a two-year term and can be re-appointed.

The NWA Board may remove any member from the Committee at any time with or without cause.

4.2 Code of Conduct

As a member of the Board of NWA's Nominations Committee, a Committee Member should meet the following general standards:

- Respect the rights, dignity and worth of others;
- Be fair, considerate and honest in all dealings with others;
- Be professional in, and accept responsibility for, his/her actions;
- Make a commitment to providing quality service;
- Be aware of and maintain an uncompromising adherence to NWA's standards, Code of Conduct, rules and policies, values and behaviours;
- Operate within the official rules of the International Netball Federation (INF) and the Netball Australia (NA) guidelines that govern Netball WA.

5. Meetings

5.1 Quorum & Voting

A quorum of any Committee meeting will be three Voting Members of whom at least one must be a member of the NWA Board. A duly convened meeting of the Committee at which a quorum is present shall be sufficient to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee. In the absence of the Chair, the remaining members of the Committee will elect one of their number as Chair of the meeting (subject to a quorum otherwise being present).

200 Selby Street JOLIMONT 6014
PO Box 930 SUBIACO 6904

Tel: (08) 9380 3700 **Fax:** (08) 9380 3799 **Email:** info@netballwa.com.au



Each member will have one vote.

Meetings may be held and resolutions passed by means of a conference call or similar communications equipment, or any other technology or process by means of which Board meetings may be held and resolutions passed under the provisions of the NWA Constitution and the Associations Incorporation Act 2015.

5.2 Frequency

The Committee will meet a minimum of three (3) times per year and more frequently if required, as determined by the Chair.

5.3 Calling Meetings

The Chair is required to call a meeting of the Committee upon request by either a Committee member, the CEO or the President of the NWA Board. The Chair may otherwise call a meeting at their discretion.

The agenda (approved by the Chair) and supporting documentation should be delivered to the Committee members, where possible, no later than the last day of the week preceding the meeting.

Proceedings of all meetings will be minuted and ratified by members in attendance and signed by the Committee's Chair.

5.4 Conflicts of Interest

5.4.1 Committee member conflicts

Committee members must disclose any conflicts of interest at the commencement of each meeting and the disclosure may be a standing one.

Where a Committee member or invitee is deemed to have a real or perceived conflict of interest, they must absent themselves from the Committee's discussions and voting on the issue.

5.4.2 Conflicts between NWA, GJA and WCF matters

Where the Committee identifies a conflict on a matter between the interests of NWA and GJA or NWA and WCF, the Committee may proceed to advise or assist NWA on the matter, and must notify the GJA Board or the WCF Board that the Committee is unable to advise or assist GJA or WCF due to a conflict of interest, but must not disclose to GJA or WCF the details of the conflict.



5.5 Reporting

- 5.5.1 Minutes of each Committee meeting will be tabled at the next meeting of the NWA Board, unless there are privacy and confidentiality reasons that prevent disclosure beyond the members of the Committee;
- 5.5.2 The Chair will periodically report to the NWA Board on matters within its duties and responsibilities;
- 5.5.3 The Committee will work and liaise as necessary with the Boards of WCF and GJA and other Committees.

6. Responsibilities

The Committee in meeting its primary objectives should, without limiting the extent of its responsibilities, carry out the tasks and consider the various matters set out below.

6.1 Glass Jar Australia Ltd

Undertake any of the matters and responsibilities in Section 6 specifically as they apply to GJA and the GJA Board, as determined by the Committee in consultation with GJA.

6.2 West Coast Fever Netball Club Ltd

Undertake any of the matters and responsibilities in Section 6 specifically as they apply to WCF and the WCF Board, as determined by the Committee in consultation with WCF.

- 6.3 Review priorities for Board composition and make recommendations on any improvements;
- 6.4 Assist in identifying and determining the pipeline of Director nominees;
- 6.5 Review and administer Netball WA's Elected Directors Qualifications and Nominations Review policy;
- 6.6 For Appointed Directors, identify and recommend candidates to fill vacancies occurring at the end of tenure;
- 6.7 Assist the Boards to manage casual vacancies between Annual General Meetings;
- 6.8 Review the qualifications and experience, including capability, availability to serve, independence and appropriate background checks, prior to recommending an incumbent, replacement or additional Director;
- 6.9 Where requested by the respective Boards, meet with prospective Directors and make recommendations on candidates for appointment to the respective Board;
- 6.10 Facilitate induction sessions for new Directors;

200 Selby Street JOLIMONT 6014
PO Box 930 SUBIACO 6904

Tel: (08) 9380 3700 Fax: (08) 9380 3799 Email: info@netballwa.com.au



6.11 Provide feedback to Governance and Risk committee on training needs, corporate governance practices and induction program, where opportunities for improvement exist;

6.12 Undertake any matters referred to the Committee by the NWA Board.

7. Reviews

7.1 Review of Performance

To determine whether it is functioning effectively, the Committee will evaluate its own performance on an annual basis. This will include an assessment of the extent to which the Committee has discharged its responsibilities as set out in this Terms of Reference. The results of this review will be reported to the NWA Board.

7.2 Review of Terms of Reference

The Committee will review its Terms of Reference every two years, or otherwise as it considers necessary. The Committee shall discuss any required changes with the Board and ensure that the Terms of Reference is approved by a resolution of the Board.

Associated Documents:

- Elected Directors Qualifications and Nominations Review Policy (Approved 9/09/19)