Policy	Director Nomination		NWA-POL-17
Department	Executive	Creation Date	November 2024
Custodian	Chief Operating Officer	Reviewed	November 2026
Review Period	2 years	Review Date	November 2028

Scope

(a) This Policy establishes the process and procedure for the nomination of Elected Directors, Appointed Directors and persons appointed to fill a director vacancy under NWA's Rules of Association (**Rules**).

(b) The Board has delegated specific duties to a committee with regard to the nomination, recommendation and selection process of directors (**Governance & Nominations Committee**).

(c) All applicants for positions on the Board will be subject to the nominations process, carried out by the Governance & Nominations Committee, as set out in this Policy.

Purpose

(a) The purpose of this Policy is to outline the director nomination process for Netball WA (Inc) (**NWA**).

(b) The Board of NWA (**Board**) has adopted this Policy as it is critical that nominations are conducted with the highest degree of integrity, fairness and transparency.

(c) This Policy must be read alongside NWA's Rules of Association (**Rules**). In the event of an inconsistency between this Policy and the Rules, the Rules prevail.

Implementation

1. Board Composition

(a) The Board should be structured in such a way that it has a proper understanding of, and competence to deal with, the current and emerging issues of the business and encourages enhanced performance of Netball WA.

(b) In accordance with the Rules, the Board shall comprise of:

(i) five Elected Directors elected by the Voting Members or appointed by the Board to fill a vacancy in an Elected Director position; and

(ii) four Appointed Directors appointed by the Board.

(c) In accordance with the Rules, the following terms apply:

(i) Elected Directors must not hold office (without re-election) past the third Annual General Meeting (**AGM**) following the director's election;

(ii) Appointed Directors must not hold office (without re-appointment) for more than three (3) years from the date of their appointment; and

(iii) a person who has served as either an Elected Director or an Appointed Director (or both) for nine (9) consecutive years, is not eligible for re-election or re-appointment as a director until after the expiration of twenty four (24) months following the date of the conclusion of their most recent term as a director.

(d) For the avoidance of doubt, re-election or re-appointment of directors of Netball WA is not automatic.

2. Director Eligibility

(a) The eligibility criteria for:

(i) Elected Directors is set out in rule 13 of the Rules; and

(ii) Appointed Directors is set out in rule 14 of the Rules.

(b) In addition, NWA must comply with the *Associations Incorporation Act 2015 (WA)*[1] regarding the suitability of persons to be involved in the governance of NWA. This may impact on a Candidate's eligibility to be appointed as a director.

(c) Applicants for any position on the Board must declare any **Disqualifying Position** they hold. A successful applicant must resign from any Disqualifying Position on election or appointment in accordance with rule 12.3 of the Rules, unless that position is expressly authorised by resolution of the Board.

(d) Applicants must provide NWA with the following documentation:

(i) A statutory declaration confirming that they:

- have disclosed all actual, potential or perceived conflicts of interest, or which confirms that no such conflicts exist;
- are not prohibited or ineligible under law to be a director or member of a management committee (however described); and
- otherwise do not hold a Disqualifying Position.

(ii) are a Member of NWA if applying for an Elected Director position;

(iii) are at least 18 years of age.

[1] *Associations Incorporation Act 2015* (WA), section 39.

3. Governance & Nominations Committee

3.1 Roles and Responsibilities

The Governance & Nominations Committee is responsible (amongst other things) for:

(a) providing recommendations to the Board regarding the selection criteria and nomination process for directors;

(b) where a casual or other vacancy arises, investigating who might be available to fill such a vacancy and making a recommendation to the Board;

(c) succession planning; and

(d) assisting the NWA Board in relation to remuneration and succession for the Group Chief Executive Officer (CEO) of NWA.

3.2 Composition and Functions

(a) The NWA Board will appoint the members of the Committee, including the Chair of the Committee, which will comprise at least four (4) Committee members and:

(i) must include at least two (2) members of the NWA Board,

(ii) may include up to two (2) further members who are members of the NWA Board or directors of either of NWA's subsidiaries, Glass Jar Australia Ltd (**GJA**) or West Coast Fever Netball Club Ltd (**WCF**); and.

(iii) may in include up to two (2) additional members at the discretion of the NWA Board who are:

- independent of NWA, GJA, WCF and their members; and
- experienced in Board operations, corporate governance and/or human resources.

(iv) the NWA CEO is not a member of the Committee but will attend in a non-voting capacity.

(b) At its discretion, the Board may remove a member of the Governance & Nominations Committee for any reason.

3.3 Meetings and Decisions

(a) The Governance & Nominations Committee will meet as often as it determines necessary to satisfactorily undertake the nominations process set out under section 5.3 below.

(b) The Board or any member of the Governance & Nominations Committee may convene a meeting of the Governance & Nominations Committee, provided that two weeks prior notice of the proposed meeting is given to all Governance & Nominations Committee members, unless all Governance & Nominations Committee members agree to a shorter notice period.

(c) A quorum for a meeting of the Governance & Nominations Committee is three (3) voting members.

(d) A decision of the Governance & Nominations Committee will only pass if greater than 50% of the members of the Governance & Nominations Committee present at the meeting vote in favour of the decision.

4. Board Skills Review

(a) The Governance & Nominations Committee shall review the current Board composition (excluding any director known to be stepping down) against the desired capabilities of the Board set out in the Board skills matrix. In doing so, they shall take into account Netball WA's current circumstances and future expectations.

(b) Based on this review and the Board skills matrix, the Governance & Nominations Committee shall prepare a set of specific selection criteria for a new director in the form of a Director Criteria Description for approval by the Board.

(c) Once the Director Criteria Description has been approved by the Board, the Governance & Nominations Committee may commence the nomination process.

5. Nomination of Directors

5.1 Nomination Notice

(a) The Governance & Nominations Committee must call for nominations for Elected Director positions (**Nomination** Notice), by:

(i) the NWA website; and

(ii) written electronic notice to each Member.

(b) A **Nomination Notice** must be distributed:

(i) for Elected Director positions prior to the Annual General Meeting;

(ii) for Appointed Director positions, if required.

(c) Notwithstanding that the form and content of the Nomination Notice is to be determined by the Governance & Nominations Committee, at a minimum the Nomination Notice must include:

(i) the vacant positions on the Board for election or appointment;

(ii) the date and time submissions for nominations opens and closes (**Nomination Period**); and

(iii) the details for application and lodgement of nominations.

5.2 Nomination Application

(a) The Governance & Nominations Committee will determine the prescribed form for nomination (**Nomination Application**). Information relating to the Nomination Application is available on the Governance section of the Netball WA website.

(b) If a former director wishes to re-nominate for the Board, the Governance & Nominations Committee must confirm the Nomination Application complies with:

(i) this Policy;

(ii) rule 13.1 or 14.1 (as applicable) and rule 15 of the Rules.

5.3 Nomination Process

(a) At the conclusion of the Nomination Period:

(i) the Governance & Nominations Committee must hold a meeting to review and consider each Nomination Application and nominate suitable applicants to be an Elected Director or Appointed Director (or both), as applicable; and

(ii) arrange interviews and reference checks with the applicant(s) to ascertain their suitability.

(b) Once the Governance & Nominations Committee has identified the preferred applicant(s) (**Candidates**), the Governance & Nominations Committee must provide a report to the Board setting out names of the Candidate(s) and summarising the Governance & Nominations Committee's reasons for recommendation.

(c) The Board must pass a resolution to confirm whether it approves the Candidates recommended by the Governance & Nominations Committee. In doing so, the director(s) may request more information from the Nomination Committee in respect of the recommendation.

5.4 Appointment of Appointed Directors

(a) Based on the Governance & Nominations Committee's recommendations and any additional investigations undertaken, the Board then determines its preferred Candidate as an Appointed Director in accordance with Rule 14.2 and 14.3 of the Rules.

5.5 Election of Elected Directors

(a) Prior to the AGM, each Voting Member will be provided with a notice specifying the Candidate(s) and a voting form, and will vote on the Candidate(s) by ballot, in accordance with rule 13.2 of the Rules. To ensure Voting Members can make an informed decision on whether or not to elect or re-elect a Candidate as a director, the Governance & Nominations Committee will provide the following information to Voting Members at least 14 days before the voting period opens:

(i) a summary of relevant qualifications, experience and skills the Candidate brings to the Board;

(ii) details of any other material directorships currently held by the Candidate;

(iii) if the Candidate is standing for election as a director for the first time:

- confirmation that the Governance & Nominations Committee has conducted appropriate checks into the Candidate's background and experience;

- details of any interest, position or relationship that might influence, or reasonably be perceived to influence, in a material respect their capacity to bring an independent judgment to bear on issues before the Board and to act in the best interests of Netball WA as a whole; and

(iv) if the Candidate is standing for re-election as a director:

- the term of office currently served by the director; and
- a statement by the Board as to whether it supports the election or re-election of the proposed candidate.

(b) Results of the election will be announced at the Annual General Meeting.

6. Insufficient or Unendorsed Candidates

If one or more position(s) on the Board remain vacant due to:

(a) insufficient Nomination Applications received to fill all vacancies on the Board;

(b) for the position of an Appointed Director, the Nomination Applications do not receive the endorsement of the Governance & Nominations Committee;

(c) for the position of an Elected Director, the Candidates do not receive more than 50% of the votes cast by the Voting Members; or

(d) for the position of an Appointed Director, the Candidates do not receive the support of a majority of the Directors participating and voting at a Board meeting;

(e) a vacant Elected Director position may be filled under rule 18.4(a) of the Rules; and a vacant Appointed Director position may be filled by the Board under rule 14.2 of the Rules.

7. Post Election and Appointment of Directors

(a) All new directors will be required to:

(i) undertake an induction program; and

(ii) enter into formal agreements with NWA governing their appointment.

8. Review and Amendments to this Policy

(a) This Policy will be reviewed by the Governance & Nominations Committee every two years and at any other time considered appropriate by the Board.

(b) This Policy may be amended at any time as may be determined by the Board.

Definitions

Annual General Meeting	has the meaning given to it in rule 28.1 of the Rules.
Appointed Director	has the meaning given to it in rule 2.2 of the Rules.
Board	has the meaning given to it in rule 12 of the Rules.
Candidate	has the meaning given in Item 5.3(b).
Director	has the meaning given to it in rule 2.2 of the Rules.
Director Position Description	has the meaning given to it in Item 4(b).
Disqualifying Position	has the meaning given to it in rule 2.2 of the Rules.
Elected Director	has the meaning given to it in rule 2.2 of the Rules.
Members	has the meaning given to it in rule 5.1 of the Rules.
Nomination Application	has the meaning given in Item 5.2.
Governance & Nominations Committee	has the meaning given in Scope (b).
Nomination Notice	has the meaning given in Item 5.1(a).
Nomination Period	has the meaning given in Item 5.1(c)(ii).
NWA	has the meaning given in Purpose (a).
Policy	means this Director Nominations Policy.
Rules	has the meaning given in the Purpose (c).
Voting Members	has the meaning given to it in rule 2.2 of the Rules.

Relevant Legislation/Compliance

Legislation / Compliance
Associations Incorporation Act 2015 (WA) https://www.legislation.wa.gov.au/legislation/statutes.nsf/main_mrtitle_13715_homepage.html

Support Documents

Document Number	Document Description
Internal Document	Netball WA Rules of Association