Governance & Nominations Committee

Terms of Reference

1. Introduction

The Board of Netball WA Inc. (NWA) has established a Governance & Nominations Committee (the **Committee**) to assist the Boards of NWA, Glass Jar Australia Ltd (GJA) and West Coast Fever Ltd (WCF) manage internal governance processes and ensure that the respective Boards and Committees are an appropriate structure, size and balance of skills to support their strategic objectives.

2. Purpose

The purpose of the Committee is to support and strengthen governance across NWA, GJA and WCF by:

2.1 promoting robust governance practices through oversight of a NWA, GJA and WCF Board activities, policy development, recruitment, training programs, monitoring of Board activities, and performance evaluation;

2.2 reviewing NWA strategic policies as per the NWA Document Register (NWA-REG-01);

2.3 advising on Board and Committee composition, ensuring that NWA, WCF and GJA have Boards and Committees of an appropriate size, skill mix and diversity to support their strategic objectives, whilst maximising the collaboration and skills across the group to achieve agreed common purpose, values and goals;

2.4 identifying and assessing candidates to fill Director vacancies including casual vacancies. It will evaluate all nominees for such positions and determine their suitability in accordance with the Rules of Association. The Committee will make appropriate recommendations to the Board regarding all candidates.

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

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 7 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 NWA Board to the Committee; and

3.4 request the attendance of any external party with relevant experience and expertise.

4. Membership

4.1 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:

a. must include at least two (2) members of the NWA Board;

b. 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.

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

(i) independent of NWA, GJA, WCF and their respective members; and

(ii) experienced in Board operations, corporate governance and/or human resources.

4.2 The NWA GCEO is not a member of the Committee but will attend in a non-voting capacity.

4.3 Secretariate support will be provided by a NWA Staff member, recommended by the NWA GCEO and approved by the NWA Board.

4.4 The NWA Board will determine the term of each Committee member based on the needs of the organisation at the time.

4.5 Board appointed Committee members may serve for a period of up to six years. Independent members may also be appointed for a period of between one and six years at the discretion of the NWA Board.

4.6 the NWA Board may in its discretion remove members of the Committee from time to time.

5. Chairperson

Following consultation with the Directors, the Board Chairperson proposes the Committee Chairperson for approval by the NWA Board. An Independent Director cannot be Chairperson of the Committee.

The Committee Chairperson must not be the Chairperson of the Board.

6. Meetings

6.1 Quorum & Voting

6.1.1 A quorum of any Committee meeting will be three (3) voting members of whom at least one must be a member of the NWA Board or its subsidiaries WCF or GJA. 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).

6.1.2 Each member will have one vote. The Committee Chair shall have a casting vote if required.

6.1.3 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 NWA Board meetings may be held and resolutions passed under the provisions of the NWA Rules of Association and the Associations Incorporation Act 2015.

6.1.4 Any person may be invited by the Committee Chairperson to attend meetings of the Committee, but not necessarily for the full duration of the meeting.

6.2 Frequency

The Committee will meet a minimum of four (4) times per year and more frequently if required, as determined by the Chair. The Committee meeting schedule will ensure that timeframes for Annual General Meeting elections and the nominations process is adhered to.

6.3 Schedule of Meetings

6.3.1 The Chair is required to call a meeting of the Committee upon request by either a Committee member, the GCEO or the President of the NWA Board, Chairs of Subsidiaries, GJA or WCF. The Chair may otherwise call a meeting at their discretion.

6.3.2 The agenda (approved by the Chair) and supporting documentation should be delivered to the Committee members, where possible, at least seven (7) days before the scheduled meeting.

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

6.4 Conflict of Interest

6.4.1 Committee Member conflicts

a. Where an actual, potential, or perceived conflict of interest arises from a member(s) discharging Committee duties, declaration of the conflict must be made immediately to the Chair, reviewed at each Committee meeting and minuted.

b. The Chair, in consultation with the remainder of the Committee members shall determine the appropriate course of action to resolve or minimise the impact of the conflict.

c. Clause 10 (Conflicts of Interest) of the NWA Board Charter (NWA-POL-08) and subsidiary's Charters applies to Committee members in the same manner as it does to NWA, WCF and GJA Boards

6.4.2 Conflicts between NWA, GJA and WCF matters

a. 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.

6.5 Reporting

6.5.1 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;

6.5.2 The Chair will periodically report to the NWA Board on matters within its duties and responsibilities;

6.5.3 The Committee will work and liaise as necessary with the Boards of WCF and GJA and other Committees.

7. Duties & Responsibilities

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

7.1 Board Nominees and Succession

7.1.1 Prior to the call for nominations for Director elections, the Committee will review the skill mix of the Board, excluding those Director(s) whose term is concluding. This will include the undertaking of a skills/experiences 'gap analysis', as compared to the objectives in the NWA Strategic Plan. The Committee will draft a document ('Director Criteria') outlining desirable criteria which will identify the skills and competencies required to complement those non-retiring Directors for a balanced, diverse and well-functioning Board. Such 'Director Criteria' to be recommended to the NWA Board for adoption.

7.1.2 The Director Criteria will be distributed with the call for nominations. The Nomination Form will invite nominees to address the criteria.

7.1.3 Any person who will be a candidate for election as a Director is ineligible to participate in the ranking process of the Committee and is required to vacate the meeting for discussion.

7.1.4 Following the close of nominations, the Committee will review the nominations received. This will include review of qualifications and experience, including capability, availability to serve, independence and appropriate background checks, and must include interviewing nominees, prior to completing a recommendation report. The Committee may, in its absolute discretion and acting in good faith, approve or object to the Candidate being put forward to be elected as a Director.

7.1.5 The Committee will prepare a report for the NWA Board on the assessment of nominations against the Director Criteria. The NWA Board may adopt this report and communicate it to the members ahead of voting at an Annual General Meeting, to articulate the needs of the NWA Board as per strategic direction and how the nominees meet those needs.

7.1.6 Following the election of Directors and where there are vacancies for Appointed Directors that may be appointed, or a casual vacancy to be appointed by the NWA

Board at any point, the Committee will review the skill mix of the elected Directors and identify the skills required to complement them to have a balanced, diverse and well-functioning Board. The NWA Board shall then endeavour to fill any Appointed Director or casual vacancy position(s) with reference to the identified skills and may seek further guidance from the Committee during this process.

7.1.7 When conducting this evaluation, the Committee will recognise that the Board should represent diversity of gender, talent, skills, culture, thought and experience. In particular, the Board should aim for gender balance, provided that appointing Board members with the relevant skills required by the Board should remain the primary consideration.

7.2 Governance Framework

7.2.1 Oversee the organisations Governance Framework including but not limited to:

a. Board and Board Sub-Committee governance structure; and
b. other Committees/Groups.

7.2.2 Periodically review Committee structures, member skill sets and effectiveness and provide recommendations on changes to structures or Committee responsibilities.

7.2.3 Monitoring the organisation's compliance with the Sport Australia Sports Governance Principles.

7.2.4 Consider any other governance matters that may give rise to creating governance exposure for the organisation.

7.3 Group Chief Executive Officer

7.3.1 Identify and evaluate GCEO candidates and recommend preferred candidates for appointment by the NWA Board.

7.3.2 Lead the NWA Board in its annual review of the GCEO's performance and remuneration recommendations.

7.4 Constitution Currency & Compliance

7.4.1 Consider, review, and assess the currency and effectiveness of the organisation's compliance with its constitutional obligations on a bi-annual basis, including whether amendments to the Rules of Association are required.

7.5 Board Performance & Effectiveness

7.5.1 Consider Board skills, effectiveness, performance, training requirements and succession.

7.5.2 Review the agenda and format of Board and Committee papers and the distribution of information to make recommendations to the Board for improvement.

7.5.3 Manage a robust and effective process to assess and review Director inductions, performance, and development.

7.5.4 Monitor, identify and make recommendations on issues relating to Directors' independence.

7.5.5 Ensure that an internal evaluation of the Board's performance is conducted annually,

with an external evaluation facilitated by an independent third party to be undertaken at least every three (3) years. The evaluation process shall be guided by and aligned with the organisation's Board Evaluation Policy.

7.6 Policy & Procedure Oversight

7.6.1 Develop and make recommendations for policies that reflect best practices for overall good governance.

7.6.2 Oversight and review of the organisation's key governance policies including the NWA Board Charter (NWA-POL-08), Directors Code of Conduct (NWA-POL-11) and Conflict of Interest policies.

7.6.3 Compliance with all applicable laws, regulations, and standards.

8. Review

8.1 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.

8.2 Review of Terms of Reference

The Committee will review its Terms of Reference every three (3) years, or otherwise as it considers necessary. The Committee shall discuss any required changes with the NWA Board and ensure that the Terms of Reference is approved by a resolution of the NWA Board.