

Golf Australia

Nominations Committee Charter

1. Introduction.

The Nominations Committee (the Committee) is established by the Board within the bylaws of Golf Australia.

The object of this Charter is to regulate and provide a framework for the operation of the Committee to assist the Board in relation to the conduct of elections and/or appointment of directors to the Board.

This Charter shall be read subject to the Constitution and, to the extent that any provision of this Charter is inconsistent with the Constitution, that provision shall be of no effect.

This Charter is to be made available on the Golf Australia website.

The formation and operation of the Committee does not prevent any member who is authorised to do so, from standing for election to the Board pursuant to Clauses 22 and 23 of the Constitution.

2. Membership of the Committee.

The Committee shall consist of:

- A minimum of four members;
- At least one of whom shall be a former director of Golf Australia who is of good standing in the community;
- At least one of whom has extensive practical experience as a consultant or other professional in the field of board composition and structure;
- At least one of whom shall be a representative of the Member Associations. Golf Australia will nominate a Member Association representative to fill this position. The nominee must be ratified by a majority of the Member Associations;
- Not more than one current Board director who;

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- Is not the Chairman; and
- is not seeking election as a director in the current year; and
is appointed by the Board for a one-year term; and
- A maximum of two members from any one State.

The Board shall appoint a member of the Committee to be Chairman of the Committee.

The Committee shall meet as and when directed by the Chairman.

A quorum shall be three members one of whom shall be the current Board director.

3. Role and Responsibilities – Election of Directors

In relation to *election of directors*, the role of the Committee is to assist the Board, as required, to identify individuals who are qualified to become board members. Additionally, the Nomination Committee is also in place to provide guidance to voting members of Golf Australia about the targeted skills required and an assessment of the extent to which potential candidates meet the required targeted skills. Specifically, the Committee is empowered to:

- a) At the request of a prospective candidate, meet with that person prior to the deadline for nominations, to discuss the process and the skills that the Board has asked the Committee to prioritise in identifying individuals who are qualified to become Board members;
- b) After nominations have closed and before the date set for ballot papers to be sent to delegates, request any new director nominees, to meet with the Committee and to provide it with any relevant information. A nominee may decline to be interviewed by the Committee;
- c) Provide the Board with an assessment as to whether in the Committee's opinion, it is satisfied that each nominee is a suitable person to serve as a director. Factors to be considered when reviewing a potential candidate for Board election include without limitation;

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- I. The skills, experience, expertise and personal qualities that will best complement Board effectiveness – this will be assessed using the Board Skills Matrix;
 - II. The existing composition of the Board, having regard to the objective of achieving a Board comprising Directors from a diverse range of backgrounds;
 - III. The capability of the candidate to devote the necessary time and commitment to the role (this involves a consideration of matters such as other Board or executive appointments
 - IV. Independence and potential conflicts of interest.
- d) If the Chairman so requests, assess each of the nominees in terms of their suitability to serve as a director taking into account the criteria in part c) hereof..

4. Role and Responsibilities – Appointment of Directors

Pursuant to Clause 22 of the Constitution the Board is empowered to appoint directors in the circumstances outlined in that clause. In relation to **appointment of directors**, the role of the Committee is to assist the Board, as required, to identify individuals who are qualified to become board members. Specifically, the Committee is empowered to:

- a. Interview such candidates as are identified by the Board and provide the Board with an assessment as to whether in the Committee's opinion, it is satisfied that each candidate is a suitable person to serve as a director. Factors to be considered when reviewing a potential candidate for Board appointment include without limitation;
 - I. The skills, experience, expertise and personal qualities that will best complement Board effectiveness – this will be assessed using the Board Skills Matrix;
 - II. The existing composition of the Board, having regard to the objective of achieving a Board comprising Directors from a diverse range of backgrounds;
 - V. Independence and potential conflicts of interest.

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- b. If the Chairman so requests, assess each of the nominees in terms of their suitability to serve as a director, taking into account the criteria in part c. hereof

5. The Role and Responsibilities of the Board in Relation to the Nominations Committee

The Board has the following role and responsibilities in relation to the Nominations Committee:

- (a) Appoint the Committee pursuant to this Charter;
- (b) Provide the Committee with a Skills Matrix that seeks to identify the high-level skills of the current board directors and any skill-gaps that might exist in the Board. It is to be used as a guide for the Committee in making its recommendations but is not a binding criterion;
- (c) In relation to ***elected positions***, receive the assessment of the Committee as to whether nominees are suitable persons to serve as directors and, if the Chairman has requested it, the Committee's ranking of each of the nominees in terms of their suitability to serve as a director. Having received the Committee's assessment, the Board is to decide whether and in what manner that information is to be communicated to nominees and members.
- (d) In relation to ***appointment in the case of casual vacancies and in other situations covered by Clause 26.2 of the Constitution***, provide the Committee with a list of candidates to be interviewed and receive the assessment of the Committee as to whether candidates are suitable persons to serve as directors and, if the Chairman has requested it, the Committee's ranking of each of the candidates in terms of their suitability to serve as a director. Having received the Committee's assessment and after having considered such other information as it deems appropriate, the Board may appoint a candidate to fill the casual vacancy.
- (e) For the avoidance of doubt, the Committee has no jurisdiction in respect of appointment of directors and it has no jurisdiction in respect of assessing the suitability of current board members who are seeking re-election.
- (f) Take such other action as is appropriate to give effect to the operation of the Committee.

Adopted as a Charter by the Board on _____, 2014

Chairman