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# Australian Canoeing

## Nominations Committee Bylaw

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Adopted by the Board 11<sup>th</sup> December, 2013

Amended by the Board 13<sup>th</sup> February 2015

ByLaw #22

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## 1. INTRODUCTION

The primary role of the Nominations Committee (**Committee**) is to report to the Board of Australian Canoeing (**AC**) under an agreed set of evaluation and identification criteria. Its function is to determine potential areas of vulnerability in the experience, skill mix or composition of the Board, and to recommend nominees for election or appointment to the Board or to sub-committees of the Board on an as needs basis.

## 2. STRUCTURE AND SKILLS

### 2.1. Purpose

The Committee appointed by the Board assists the Board in fulfilling its oversight responsibilities relating to:

- the selection of individuals to stand for election as Interested Directors as per the Constitution;
- the selection of individuals to be considered for appointment to the Board as Independent Directors or under a casual vacancy; and
- the selection and composition of sub-committees of the Board.

The existence of the Committee does not imply the fragmentation or diminution of the role of the Board.

### 2.2. Authority

The Board has authorised the Committee, within the scope of their duties and responsibilities set out in this By-law, to:

- perform the activities required to address its responsibilities and make recommendations to the Board;
- select, engage, and approve fees for any professional advisers that the Committee may require to carry out its duties in accordance with the budget set out in the Terms of Delegation;
- require the attendance of any AC manager or staff member at meetings as appropriate; and
- have access to management personnel, employees and AC information it considers relevant, pending any Privacy Law restrictions, to its responsibilities under this By-law.

### 2.3. Composition of the Nominations Committee

The Committee shall be appointed by the Board. The Committee shall comprise at least three Members (both genders to be represented) and shall consist of a representative of the Board; a representative of a State Member Association; and a relevant external expert (with experience in recruitment, human resources, or board appointments desirable). Only one Committee shall be appointed at any one time.

The State Representative will be selected from suitable nominations received from the State Associations at the Board meeting held within 10 weeks of the AGM. This position will be for a two year term.

Each State Representative will overlap with the current representative by one year allowing for a smooth transition and corporate knowledge retention.

The other Committee members shall serve a term on the Committee not exceeding three (3) years. A Committee member may be reappointed to the Committee after their term has expired. The AC CEO or their designate shall be the Committee Secretary.

#### **2.4. Chairperson**

The Board shall appoint one of the Committee members to be the Committee Chairperson.

The Committee Chairperson shall chair the meetings of the Committee and set its agendas.

Should the Committee Chairperson be absent from a meeting, the Committee Members present must appoint a Chairperson for that particular meeting.

#### **2.5. Education**

The Board is responsible for providing new Committee members with an appropriate induction program and ongoing educational opportunities as it sees fit.

#### **2.6. Meetings**

The Committee shall meet at least twice per year. Participants may attend by video conference (including Skype) and/or teleconference.

The Committee Chairperson, any Committee Member or the Committee Secretary may call a meeting of the Committee.

#### **2.7. Meeting Attendance**

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.

#### **2.8. Quorum and Voting**

A quorum must consist of two members of the Committee.

The Committee Chairman shall not have a second or casting vote.

#### **2.9. Minutes**

The CEO or delegate must prepare the minutes of the Committee within seven (7) working days. After the Committee Chairperson has given preliminary approval, the draft minutes are circulated to all Committee members and the other Directors.

#### **2.10. Reviews**

The Committee will make recommendations at least annually to the Board for approval any appropriate amendments.

### **2.11. Indemnity**

AC shall indemnify the Committee and the Committee members against any claim of defamation or loss caused by in respect of any act or omission during the course of the Committee's work, or arising out of any finding made by the Committee, except in the event of fraud.

## **3. DUTIES AND RESPONSIBILITIES**

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

### **3.1. Board composition and succession planning for Directors**

- Establish criteria for the selection of new Directors to serve on the Board.
- Review the Board's composition to ensure it has the appropriate skills to assist in the achievement of AC's vision and goals.
- Research and identify for the Board appropriate candidates for consideration as Directors as part of succession planning. In identifying candidates for membership on the Board, the Committee may take into account all factors it considers appropriate, which may include but is not limited to strength of character, judgment, career specialisation, relevant technical skills, diversity, and the extent to which the candidate would fill a present need on the Board.
- Recommend that the Board fill Independent Director positions or casual vacancies with candidates identified by this Committee.
- Provide recommendations to the Board with respect to the appropriateness or not of candidates for Directors, and as to whether Independent Director or casual vacancy positions are required. However, it is for the Board to further disseminate such recommendations as it sees fit and in its sole discretion.
- Review and make recommendations to the full Board whether Directors should stand for re-election and consider matters relating to the retirement of Directors, including enforcing term limits.
- Conduct all necessary and appropriate inquiries into the backgrounds and qualifications of possible candidates.
- Consider questions of independence and possible conflicts of interest of Directors.
- Review and make recommendations, as the Committee deems appropriate, regarding the composition and size of the Board in order to ensure the Board has the requisite expertise and its membership consists of persons with sufficiently diverse and independent backgrounds.
- In conjunction with the CEO, develop and facilitate performance evaluation of the Board, the CEO and senior management using standardised template assessment criteria.

### **3.2. Board requests**

- Perform such other duty or undertaking that the Board may request from time to time.

### **3.3. Committee Policies**

In discharging its responsibilities, the Committee must have regard to the following policy objectives:

- Complete annually and provide to the Board a 'Skills Gap Analysis' (SGA) & 'Evaluation Criteria Matrix' (ECM), approved by the Board of AC to attract, access and retain skilled Directors.
- Complete annually and provide to the Board a 'Current Director Assessment Matrix' (CDAM), approved by the Board of AC to be used in reviewing current Directors for re-election.
- The Committee shall report and provide any recommendations to the Board. Unless specifically authorised to do so by the Board, the Committee shall not report to any other sub-committee or to any

- Member.
- No Committee member should be directly involved in any matter where a conflict of interest exists or might reasonably be perceived to exist.
- The Committee must at all times have regard to, and notify the Board of, all legal and regulatory requirements, including any relevant Constitutional matters and ASC compliance with ASC Governance Principals.

### 3.4. Access to resources and independent advisers

- The Committee shall have access to reasonable internal and external resources. For example, the Committee may seek the advice of AC's legal advisors or other independent advisers and experts (including external consultants and specialists) as to any matter pertaining to the powers or duties of the Committee or the responsibilities of the Committee, as the Committee may require.

### 3.5. Reporting

- The Committee chairman will report to the Board on the Committee meetings regarding all relevant matters and appropriate recommendations in a written report (with supporting material) for noting or approval by the Board.

## 4. NOMINATION COMMITTEE ANNUAL AGENDA

	Scheduled meetings			
Structure and skills				
Review Nomination Committee By-law and Annual Agenda				
Establish number of meetings for forthcoming year				
Committee Chairman to establish meeting agenda and required attendees				
Enhance remuneration, succession planning and human resource knowledge- update on current financial events				
Perform an evaluation assessment on the Committee's and individual Member's performance				
Board composition and succession plan for Directors				

Skill gaps review				
Possible candidates identified				
<b>Management succession planning</b>				
CEO succession planning				
Executive management team and any other key staff succession review				
<b>Reporting</b>				
Maintain minutes and report to the Board				