

Governance and Nomination Committee – Terms of Reference

Purpose

The role of the Governance and Nomination Committee (*the Committee*) is to:

- Assist the Board and the Council to establish, maintain and continuously improve its governance processes;
- Develop processes to enable the performance of the Board to be monitored;
- Replenish Board Members (under any guidelines established by the Board) by nominating persons for positions on the Board;
- Replenish Council Board Members (under any guidelines established by the Council) by nominating Board Members for positions on the Council; and
- Provide any other assistance to the Council as required.

The Committee assists the Board to fulfil its obligations of ensuring:

- Activ is governed in accordance with its legal, constitutional and moral obligations;
- The governance process produces the balance of skills and competencies within the Board;
- The legitimate needs of people with disability and their families are met within the constraints of the social, demographic, economic, technical and institutional environments of the day, and within the resources available to Activ;
- Activ is governed for the benefit of current and future customers.

Scope

The Terms of Reference apply to the Governance and Nominations Committee.

The Governance and Nominations Committee is a standing committee of the Board, established under the Activ Board Charter, and reports directly to the Board of Directors.

Responsibilities

The duties of the Committee are as follows:

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1. To advise and apprise the Board of its legal, constitutional and moral obligations and to recommend how those obligations can be met;
2. To review the Board Governance Package (inclusive of the Board Charter) and to recommend amendments to the Board as required;
3. To search for, identify and nominate persons that are best qualified with respect to the skills, competencies or experience sought by the Board to augment the ability of the Board to perform its functions;
4. To ensure new Board members are appropriately inducted;
5. To provide nominations for Board and Council Board Members to the Board of Directors for consideration at the August meeting of the Board and make recommendation to the Council of the same;
6. To assess Director independence on an annual basis and provide recommendation to the Board of Directors at the August meeting of the Board;
7. To review the President's Honorarium and provide recommendation to the Board of Directors at the November meeting of the Board; and
8. To review Board performance, effectiveness and remuneration (if any)

Procedures

1. The Committee is to provide nominations for Board and Council Board Members to the Board of Directors for consideration at the August meeting of the Board or at other such times as is required.
2. The Committee is to provide recommendations for Board and Council Board Members to the Council at such times as is required.
3. The Committee is to provide recommendation in relation to the assessment of Director independence to the Board of Directors at the August meeting of the Board.
4. The Committee is to provide recommendation in relation to the President's Honorarium to the Board of Directors at the November meeting of the Board.
5. The Committee will evaluate its performance each year prior to the Annual General Meeting using the Evaluation of Committees Procedure (AQuA 874) with specific reference to its Terms of Reference.
6. The Committee will review its Terms of Reference each year and will provide the document to the Board for consideration and approval at the November Board meeting.

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7. The Committee will develop an Annual Work Plan for the subsequent year and provide this plan to the Board for consideration and approval by the Board at the November meeting.

Committee Membership

The Committee is to consist of:

1. At least two (2) non-executive members of the Board; and
2. The Chief Executive Officer.

The Executive Officer is to be in attendance as the administrative support for the Committee.

The Committee may invite such other persons as required to assist in undertaking its responsibilities.

The Chairperson of the Committee will be Board members other than the Chairperson of the Board and will be appointed by the full Board. The Committee has the discretion to appoint a Deputy Chairperson. If a Deputy Chairperson is appointed, they will be a Board member other than the Chairperson of the Board and will be appointed by the full Board.

Members of the Committee will be appointed by the Board annually at the last meeting of the Board of each calendar year.

Only Board members of the Committee are entitled to vote.

Independence

It is important for Committee members to be both independent and be seen to be independent. The terms of the Activ Board Charter, Director Independence Policy and Board Members' Conflict of Interest Policy therefore apply to the Committee on the same basis as to the Board.

Meetings

The Committee must meet at least three (3) times a year with additional meetings as necessary.

The Executive Officer is to provide administrative support to the Committee at meetings.

The Chairman of the Committee will report the findings and recommendations of the Committee to the Board.

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Controlled Document

Minutes of the meeting are to be circulated to all members electronically within seven (7) days after the meeting. Members will be given the chance to review the same and seek any amendment/clarification necessary within seven (7) days of receipt. Once all members have approved the minutes, the Chairman shall be authorised to approve the minutes, and will sign the same or cause his/her electronic signature to be attached. All minutes are to be finalised within 21 days of the meeting, with the intention that they are then included in the next meeting for noting purposes only and provided to the Board in finalised format at the first meeting following each Committee meeting.

A quorum will be two Board members.

Authority

The Committee is a standing committee of the Board. Any action taken based on advice from the Committee is at the absolute discretion of the Board.

Dissolution

The Committee is established by the Board pursuant to the Activ Board Charter and can be dissolved at the absolute discretion of the Board.

Related Policies and Documents

Activ Board Charter (AQuA 2022)
Evaluation of Committees Procedure (AQuA 874)
Annual Work Plan
Director Independence Policy (AQuA 2272)