



# THE ORDER OF AUSTRALIA ASSOCIATION

## G15 BOARD NOMINATIONS COMMITTEE CHARTER

<b>Charter</b>	Board Nominations Committee
<b>Author</b>	National Secretary
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### Table of Revisions

No.	Date Approved	Comments	Next Review
1	February 2021	Initial Policy	
2	February 2021	Board Approval	February 2024
3	April 2024	Committee membership updated	April 2027

### 1 Purpose

1.1 The Board Nominations Committee (the Committee) is a committee of the Board of Directors of

The Order of Australia Association (OAA) established under clause 46.1 of OAA Constitution.

1.2 The Nominations Committee exercises its powers within a policy framework determined by the Board.

### 2 Membership

2.1 The Committee comprises no less than three (3) members or more than 5 members appointed by the Board at the first Board meeting following the Annual General Meeting of the Association.

2.2 Committee membership will be decided each year at the April Board Meeting.

### 3 Meetings

3.1 The Committee meets as required.

3.2 Any member of the Committee may request the Committee Chairman to convene a meeting of the Committee.

3.3 The Agenda for Committee meetings is determined by the Chairman, Committee Members shall submit agenda items and distribute to the Committee at least five working (5) days before the meeting.

3.4 A Committee meeting may be called or held using any technology consented to by each Member. The Consent may be a standing one.

3.5 A quorum for any meeting is (2) members of the Committee.

3.6 The Committee may invite other people including Members of the OAA and external advisers to attend all or part of its meetings, as it deems necessary or appropriate.

3.7 If a Committee Member or other person attending has a material personal interest in a matter that is being considered at a meeting, he or she must not be present for consideration of that matter unless the interest has been fully disclosed to the Committee and it is agreed that the person may be present.

3.8 Decisions of the Committee may be made either at a duly called and constituted meeting; or by a resolution in writing, including email, notified to all members of the Committee and signed by all Committee Members who are entitled to vote on the resolution.

3.9 All Members, Directors and other attendees at Committee meetings are required to keep all information presented (whether written or oral) or discussed confidential where this restriction is agreed.

#### **4 Minutes**

4.1 The agenda/minute secretary of the Committee will be appointed by the Committee Chairman.

4.2 Minutes are to be prepared for each Committee meeting.

4.3 The draft minutes of each Committee meeting are to be reviewed by the Committee Chairman and circulated to all Committee members and others attending as soon as practicable. Ideally within ten (10) working days together with an Action Sheet.

4.4 The Committee must confirm the minutes of each Committee meeting at its next meeting and be signed by the presiding Committee Chairman.

4.5 A copy of the minutes must be included in the papers for review at the next Board meeting.

#### **5 Responsibilities**

The Nomination Committee is responsible for:

- advising and assisting the Board in fulfilling its responsibilities;
- advising the Board on the nomination, election and removal of Directors;
- identifying potential candidates for Directors; and
- forwarding nominations for Directors to the Board for consideration, having taken into account the particular skills required for the roles and the National Board Chairman's views on any skills, knowledge, experience or perspective gaps on the Board

#### **6 Authority**

6.1 The Board has authorised the Committee, within the scope of responsibilities set out in this Charter, to perform the activities required to address its responsibilities and make recommendations to the Board.

6.2 Notwithstanding, the Committee's delegated powers, it must, if so requested by one or more of its members, decline to act or decide in respect of any matter specified in that request until the matter has been considered by the Board.

6.3 All actions and decisions of the Committee under this delegated authority are to be reported to the Board as soon as practicable.

## **7 Review of the Committee Charter**

7.1 Any modifications to or replacements of this Charter must be ratified by the Board in consultation with other appropriate Committees.

7.2 The Committee shall conduct an annual performance self-evaluation in March each year.

## **8 Wind up of entity**

8.1 The Committee is to ensure statutory wind- up regulations are complied with and included in Strategic Plan.