



Gymnastics
Australia

BY-LAW 8

NOMINATIONS COMMITTEE

This By-law is made by the Gymnastics Australia (GA) Board under Clause 22 of the GA Constitution. It is binding on GA and all members of GA.

Approved by the GA Board on 16 February 2014

1. STRUCTURE AND SKILLS

1.1. Purpose

The Nominations Committee (the **Committee**) appointed by the Gymnastics Australia Board (the Board) assists the Board in fulfilling its oversight responsibilities relating to:

- the selection of individuals to stand for election as Directors of Gymnastics Australia (GA);
- the selection of individuals to be appointed to the GA Board as Appointed Directors or under a casual vacancy.

1.2. 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;
- require the attendance of any senior Organisation manager at meetings as appropriate; and
- have reasonable access to Directors, management, employees and information it considers relevant to its responsibilities under this By-Law.

1.3. Membership

The Committee shall comprise three Members who have the requisite expertise to make a valuable contribution to the Committee. The Committee shall have at least one independent member with human resource experience, one GA Board Director, and one member nominated from the Association Members at the AGM prior to the year of serving.

A GA Director whose term expires at the next AGM, shall not be a member of the Nomination Committee relevant to that AGM unless that Director will not be seeking re-election.

The Company Secretary or their designate is the Committee Secretary.

1.4. Chairman

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

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

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

1.5. Education

The President or his nominee is responsible for providing new Committee members with an appropriate induction program and ongoing educational opportunities.

1.6. Meetings

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

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

1.7. Meeting Attendance

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

1.8. Quorum and Voting

A quorum must consist of two members of the Committee.

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

1.9. Minutes

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

1.10. Reviews

The Committee will review at least annually this Committee charter and recommend to the Board for approval any appropriate amendments.

2. DUTIES AND RESPONSIBILITIES

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

2.1. 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 the Organisation's vision and goals.
- Research and identify for the Association Members and 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, mature judgment, career specialisation, relevant technical skills, diversity, and the extent to which the candidate would fill a present need on the Board.
- Seek nominations from Association members in accordance with the GA Constitution
- Recommend that the Board fill Appointed Director positions or casual vacancies with candidates identified by the Committee.
- Recommend to the Association Members those candidates identified as suitable by the Committee for Board elections.
- 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.
- Committee members will act diligently and in good faith and will declare any conflicts that may occur in the nomination process.

2.2. Director remuneration

- Recommend to the Board suitable remuneration and reimbursement arrangement for Directors, subject to the Organisation's constitution.

2.3. 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.

3. NOMINATIONS COMMITTEE ANNUAL AGENDA

	Scheduled meetings			
Structure and skills				
Review Nominations Committee By-Law and Annual Agenda				
Establish number of meetings for forthcoming year				
Committee Chairman to establish meeting agenda and required attendees				
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				
Reporting				
Maintain minutes and report to the Board				

4. CHANGES TO THE BY-LAW

Amendments to this By-law will be made pursuant to Clause 22.1 of the GA Constitution.