

Charter of the Nominations Committee

Definitions

Board	means the Directors of SUSF acting collectively under the Constitution of SUSF.
Clubs	means: (a) during the first 18 months after the date SUSF is registered as a company (or such later date as determined by the Board) a not-for-profit club that operates for the purposes of promoting a particular sport or sports at the University and is listed in Schedule 3 of the Constitution of SUSF; and (b) after that, a not-for-profit club that operates for the purposes of promoting a particular sport or sports at the University for the benefit of both competitive and recreational participants and that is: (i) affiliated with SUSF on the terms required by SUSF; and (ii) listed on the register of Clubs maintained by the Secretary under the instruction of the Board from time to time.
Clubs Advisory Committee	means a committee formed by the Clubs in accordance with Schedule 2 of the Constitution of SUSF.
Constitution of SUSF	means the Constitution of Sydney University Sport and Fitness Limited as revised or amended from time to time.
Director	means a person appointed to the position of director of SUSF.
Member	means a member of the Nominations Committee, appointed in accordance with paragraph 3 of this Charter.
Student Director	means a person who is enrolled at the University of Sydney as a student and is appointed to the position of student director of SUSF.
SUSF	means Sydney University Sport and Fitness Limited ACN 634 542 644.

This Charter includes the provisions of Schedule 1 of the Constitution of SUSF. Where there is inconsistency between this Charter and the Constitution of SUSF, the latter will prevail.

1. Role and responsibilities of the Nominations Committee

The role of the Nominations Committee is to:

- (a) draft a skills and experience matrix for the Board of SUSF and update that matrix on a regular basis;
- (b) appoint and re-appoint Directors to the Board;
- (c) appoint and re-appoint the Chair and Deputy Chair of the Board;
- (d) identify and recommend training and education opportunities for Directors;

- (e) identify and recommend development opportunities for Student Directors and students of the University who are interested in assuming roles as Student Directors; and
- (f) assess the performance of the Board on a regular basis and report to the Board on any assessment.

2. Membership of Nominations Committee

- 2.1 The Nominations Committee is made up of seven Members (except where there is no independent Member, in which case the other Members will constitute the Nominations Committee for the purposes of appointing the independent Member in accordance with paragraph 3.4 of this Charter).
- 2.2 The membership of the Nominations Committee comprises:
 - (a) three Members who represent the University and are appointed in accordance with paragraph 3.2 of this Charter;
 - (b) three Members (who need not be members of any Club) who represent the Clubs and are appointed in accordance with paragraph 3.3 of this Charter; and
 - (c) one independent Member who is appointed by the other Members in accordance with paragraph 3.4 of this Charter.
- 2.3 To be eligible to be a Nominations Committee Member:
 - (a) a person must not be an office-bearer of any Club at the time of appointment to, or whilst being a Member of, the Nominations Committee;
 - (b) must not be a Director of SUSF;
 - (c) the person must agree by Deed Poll to be bound by the provisions of the Constitution of SUSF; and
 - (d) the person must agree to the terms of a letter of appointment from SUSF.

3. Appointment of Nominations Committee Members

- 3.1 Provided that the person nominated is eligible and that the appointment is consistent with the requirements in paragraph 2 of this Charter, a person becomes a Member when:
 - (a) (in the case of a University representative or Clubs' representative) the person is: validly nominated in accordance with paragraph 3.2 or paragraph 3.3 of this Charter (as applicable), and the appointment is made with effect from the date specified in the nomination; and
 - (b) (in the case of the independent Nominations Committee Member) the person is validly nominated in accordance with paragraph 3.4 of this Charter, and the appointment is made with effect from the date determined by the Members.
- 3.2 A person is appointed to the Nominations Committee as a University representative if:
 - (a) the person is nominated by the Senate, after consultation with the Vice-Chancellor; and
 - (b) the nomination specifies the date on which the person will become a Member.
- 3.3 A person is appointed to the Nominations Committee as a Clubs' representative if:
 - (a) the person is nominated by the Clubs Advisory Committee;

- (b) the Chair of the Clubs Advisory Committee certifies in the nomination that the Clubs Advisory Committee has acted in accordance with the requirements of Schedule 2 of the Constitution when selecting the person nominated; and
 - (c) the nomination specifies the date on which the person will become a Member.
- 3.4 A person is appointed to the Nominations Committee as the independent Member if:
- (a) the person is appointed by simple majority vote of the Nominations Committee constituted by the University representatives and the Clubs representatives; and
 - (b) the person has demonstrated, to the satisfaction of the Nominations Committee, that the person has no material current or past interest or association that would conflict with, or that would be reasonably perceived to conflict with, that person's ability to independently exercise their judgment in carrying out their duties as a Member.
- 3.5 Members are appointed for an initial term of up to two years, and are eligible for re-appointment for a maximum of two additional terms of up to two years. Members may be appointed for terms of less than two years in order to stagger renewal dates. In such a case, a Member may be appointed for a fourth term of up to two years if by so doing, the sum of consecutive years of membership does not exceed six years.

4. Chair of the Nominations Committee

- 4.1 The Chair of the Nominations Committee will:
- (a) chair meetings of the Nominations Committee;
 - (b) ensure that consideration of candidates for the role of Director proceeds according to the criteria outlined in this Charter and the Constitution of SUSF; and
 - (c) ensure that minutes are taken of Nominations Committee meetings, and that those minutes accurately record proceedings and resolutions made.
- 4.2 The initial Chair of the Nominations Committee will be an external facilitator appointed by SUSF, and will hold office until they resign or until the Nominations Committee appoints another person to be the Chair under paragraph 4.3. The initial Chair will not be a Member and will not be entitled to vote on matters considered by the Nominations Committee.
- 4.3 Following the expiry of one year after registration of SUSF as a company (or following any earlier resignation by the initial Chair), the Nominations Committee can appoint either of the following persons to be the Chair:
- (a) the independent Member referred to in paragraph 2.2(c) of this Charter; or
 - (b) (if the independent Member is unwilling or unable to act as Chair) an external facilitator whom the Nominations Committee determines has the skills and experience to carry out the role of Chair.
- 4.4 An independent Member appointed as Chair under paragraph 4.3 holds office until that person resigns, or until that person ceases to be a Member.
- 4.5 An external facilitator appointed as Chair under paragraph 4.3 holds office until that person resigns, or until the Nominations Committee appoints another person as Chair. An external facilitator who is appointed as Chair is not a Member and is not entitled to vote but will in all other respects assume the responsibilities of the Chair in accordance with paragraph 4.1 of this Charter.
- 4.6 If an external facilitator (including the initial Chair) wishes to resign as Chair, that person must give at least one month's notice in writing to the Members of the Nominations Committee.

- 4.7 In the absence of the Chair at any meeting, and provided a quorum is reached, the Members present will appoint one of their number to chair the meeting and to assume the responsibilities in accordance with paragraph 4.1 of this Charter.

5. Meetings of the Nominations Committee

- 5.1 The Nominations Committee must meet:
- (a) at least once every six months, with at least one meeting taking place during each academic semester of the University; and
 - (b) otherwise as required to carry out the Nominations Committee's duties.
- 5.2 Meetings of the Nominations Committee shall be convened by the Chair of the Nominations Committee. Members must be given at least 14 days' notice of any meeting by electronic communication to their registered email address, and receive the agenda and any papers they are required to study prior to the meeting at least 7 days in advance of the meeting.
- 5.3 A meeting of the Nominations Committee may be held by the Members communicating with each other by any technological means by which they are able simultaneously to hear each other and to participate in discussions.
- 5.4 A Member who participates in a meeting held in accordance with this Charter is taken to be present and entitled to vote at the meeting.
- 5.5 Members need not all be physically present in the same place for a Members' meeting to be held, save where the business to be transacted by the meeting is face-to-face interviews with third parties in which event the Members involved in interviews must be physically present in the same place as the interviewee(s).
- 5.6 No business may be transacted at a meeting of the Nominations Committee unless a quorum of Members is present.
- 5.7 A quorum is five Members which must include at least two University representatives and two Clubs' representatives.
- 5.8 If all Members do not agree on a matter to be determined by the Nominations Committee, the Members will conduct a poll under which each Member has one vote, and the matter will be determined by a majority of at least 75% of the total number of votes. The Chair, if a Member, does not have a casting vote in addition to the vote he/she is entitled to as a Member.
- 5.9 Meetings will be chaired by the Chair, and in the absence of the Chair will be chaired by a Member appointed by the Nominations Committee for that purpose.
- 5.10 Should the need arise for a decision to be made by the Nominations Committee within a time frame which does not permit the convening of a meeting of the Committee, the Chair may determine that the decision be made by written resolution, and that the identical wording be sent to all Members at their registered email addresses with a reply date specified, and that the resolution be considered passed if there is at least 75% majority of all Members in favour of the motion.
- 5.11 In all other respects, the Members may meet together, adjourn and regulate their meetings as they think fit.

6. Nomination process for Directors

- 6.1 The Nominations Committee will consider nominations for persons to be appointed as Directors in accordance with this paragraph 6 and otherwise in accordance with the Constitution of SUSF.
- 6.2 Nominations for Student Directors will be made by the Clubs Advisory Committee in accordance with paragraph 6 of Schedule 2 of the Constitution of SUSF (see Appendix 1 to this Charter).
- 6.3 Nominations for Directors must include:
- (a) the name and signature of the nominating person or name and authorised signature of the nominating body and their contact details;
 - (b) the name of the nominee and their signature indicating agreement to being considered as a Director;
 - (c) a brief resume from the nominee outlining relevant experience and skills; and
 - (d) (where the person is nominated as a Student Director) evidence that the person has been validly nominated in accordance with paragraph 6 of Schedule 2 of the Constitution of SUSF (see Appendix 1 to this Charter).
- 6.4 The Nominations Committee will consider the nominations for Directors received.
- 6.5 Where a person is nominated as a Student Director, the Nominations Committee will review the information provided in accordance with paragraph 6.3 above and, if satisfied that the person has been validly nominated in accordance with paragraph 6 of Schedule 2 of the Constitution of SUSF (see Appendix 1), will prepare a certificate in accordance with clause 29.2(c) of the Constitution, stating that:
- (a) the person has been validly nominated by the Clubs Advisory Committee as a Student Director and that the nomination has not been withdrawn; and
 - (b) the Nominations Committee is not aware of any circumstance that would result in the person not continuing to be enrolled as a student of the University for the term of their appointment.
- 6.6 Where a person is nominated as a Director, the Nominations Committee will prepare a short-list of potential Directors and Members will interview the short-listed candidates.
- 6.7 Expressions of interest in the role of Chair and Deputy Chair of SUSF will be sought during interviews.
- 6.8 Members will make all enquiries deemed necessary to assist them in assessing the suitability of a potential Director.
- 6.9 The Nominations Committee must adhere to the guidelines regarding composition of the Board, eligibility and terms of office of Directors in clauses 28, 29 and 30 of the Constitution.

7. Other responsibilities and liaison with Board

- 7.1 As set out in paragraphs 1(a), 1(d) and 1(e) of this Charter, the Nominations Committee has on-going responsibilities with respect to training and education opportunities for Directors.
- 7.2 This will include without limitation the identification of education and training needs and opportunities for current and potential Directors, ensuring that the skills matrix reflects the skills and experience needed on the Board as a whole for Directors to competently guide and oversee the attainment of the company's strategic objectives as well as its operational

performance, and that the composition of the Board demonstrates a diversity of relevant skills and thinking styles, as well as an appropriate gender balance, in accordance with clause 28.2 of the Constitution.

- 7.3 The Nominations Committee must liaise regularly with the Chair of the Board to determine requirements, skills gaps and training needs and to agree appropriate action.
- 7.4 The Nominations Committee also has a responsibility to assess the performance of the Board on a regular basis and to report to the Board on any assessment. For the purposes of fulfilling this responsibility, the Nominations Committee may request access to the results of any self-evaluation of performance conducted by the Board and determine, in conjunction with the Chair of the Board, whether any action or intervention is required.
- 7.5 In addition, the Nominations Committee may instruct an independent external expert to undertake an evaluation of Board performance from time to time, the timing and scope of such independent evaluation to be agreed in conjunction with the Chair and the CEO of SUSF, and the cost to be borne by SUSF.

8. Change to Nominations Committee Members

- 8.1 A Member representing the University will cease being a Member if:
 - (a) the Member resigns by giving notice in writing to the Chair of the Nominations Committee and to the University Senate, with the resignation taking effect on the date the notice is given or any later date specified in the notice; or
 - (b) the University notifies the Chair of the Nominations Committee and the relevant Member that the Senate has withdrawn its nomination, after consultation with the Vice-Chancellor; or
 - (c) the term of the Member's appointment terminates under paragraph 3.5 and the Member is not re-appointed.
- 8.2 A Member representing the Clubs Advisory Committee will cease being a Member if:
 - (a) the Member resigns by giving notice in writing to the Chair of the Nominations Committee and to the Clubs Advisory Committee, with the resignation taking effect on the date the notice is given or any later date specified in the notice; or
 - (b) the Clubs Advisory Committee notifies the Chair of the Nominations Committee and the relevant Member that the Clubs Advisory Committee has withdrawn its nomination, in accordance with any requirements in the Charter of the Clubs Advisory Committee; or
 - (c) the term of the Member's appointment terminates under paragraph 3.5 and the Member is not re-appointed.
- 8.3 The independent Member will cease being a Member if:
 - (a) the Member resigns by giving notice in writing to the other Members of the Nominations Committee; or
 - (b) the other Members decide to remove the independent Member and appoint a different independent Member; or
 - (c) the term of the Member's appointment terminates under paragraph 3.5 and the Member is not re-appointed.

9. Support from SUSF

- 9.1 SUSF will provide to the Nominations Committee such administrative or operational support as may be reasonably required by the Nominations Committee in order to properly carry out its functions in accordance with this Charter and in accordance with the Constitution of SUSF.
- 9.2 SUSF will reimburse each Member for reasonable out of pocket expenses incurred by the Member in the performance of their duties as a Member, subject to prior approval of the Board and the submission of an expense form and attached receipts. The approval may relate to specific expenses to be incurred, or may be a general approval that allows expenses that come within pre-determined parameters.
- 9.3 SUSF will indemnify each Member against liability incurred by the Member as a direct result of proper performance of the Member's responsibilities as a Member, including reasonable legal costs incurred by the Member in defending an action for such liability, but excluding:
- (a) a liability to SUSF or a related body corporate; and
 - (b) a liability that did not arise out of conduct in good faith.

10. Reporting obligations

- 10.1 Following the end of each financial year of SUSF, the Chair of the Nominations Committee will prepare a written report describing the activities of the Nominations Committee during that year, and will give a copy of the report to the Board, the Clubs Advisory Committee and the University.
- 10.2 The Chair of the Nominations Committee or another Member must attend each annual general meeting and be available to answer questions from members of SUSF about the activities of the Nominations Committee.

11. Limitations of responsibilities

The responsibilities of each Member are limited to those set out in this Charter and in the Constitution. In particular:

- (a) the Members are not directors or officers of SUSF, are not involved in making any decisions about the operations of SUSF, and do not have responsibility for any matters set out in the Board Charter;
- (b) in carrying out their responsibilities, the Members are entitled to rely on the information provided to them by the Directors and by SUSF and are entitled to rely on employees of SUSF or advisers or consultants to SUSF who are engaged by SUSF or the Nominations Committee and are not obliged to make further enquiries, provided that the reliance is made in good faith and is not unreasonable in the circumstances.

12. Approval, review and changes to Charter

- 12.1 The Board is responsible for approving this Charter and any changes to this Charter provided that:
- (a) this Charter must comply with any requirements in the Constitution of SUSF and must not be inconsistent with any provision of the Constitution including the requirements set out in Schedule 1 of the Constitution of SUSF; and

(b) the Board must consult with the Nominations Committee before it makes any changes to this Charter.

12.2 The Nominations Committee will review the Charter from time to time and will make recommendations to the Board of any changes it considers appropriate.

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Appendix 1 - Procedure for the nomination of Student Directors (excerpt from paragraph 6 of Schedule 2 of the Constitution of SUSF as replicated in the Charter of the Clubs Advisory Committee)

Procedure for the nomination of Student Directors

Two students (one male, one female) enrolled at the University are to be nominated by the Clubs Advisory Committee as Student Directors of SUSF, for consideration by the Nominations Committee in accordance with paragraph 6 of Schedule 1 of the Constitution.

Nominations from Clubs are to be submitted to the Chair of the Clubs Advisory Committee or a person nominated by the Chair by the due date, and must include the name of the nominating Club, the signature of an office bearer of the nominating Club, the name of the nominee and the nominee's signature indicating a willingness to be considered as a Student Director of SUSF and a brief, one page resume outlining relevant experience, skills and interests.

Candidates nominated as Student Directors will be considered against the following criteria:

- (a) candidates must not hold office in any Clubs, or have any significant association with SUSF or its staff, which would result in a conflict of interest;
- (b) candidates should intend at the time of nomination to be enrolled as a student of the University and be able to fulfil the role of student Director for a two year term from the date they are appointed;
- (c) candidates should have some understanding of, and interest in, the administration of University sport and be willing to devote time to meetings with the CEO of SUSF and other staff in addition to attending the Directors' induction program and relevant training;
- (d) candidates should have some understanding of, and interest in, corporate governance. SUSF will sponsor director training for student Directors and provide briefings for Directors on governance as it applies to not-for-profit organisations and registered entities;
- (e) candidates must be prepared to commit to SUSF's dual objectives of promoting and supporting the performance of athletes at competitive levels as well as providing sports and fitness opportunities for recreational participants; and
- (f) candidates should be prepared to attend up to six Board meetings per year.

Once all nominations have been received, if there are more candidates than positions:

- (a) candidates will be asked to make a short address to a specially convened meeting of the Clubs Advisory Committee;
- (b) a ballot will be conducted;
- (c) each member of the Clubs Advisory Committee will be entitled to two votes on the ballot paper. One vote must be given to a male candidate and one vote must be given to a female candidate.
- (d) the returning officer will announce the male and female candidates with the highest number of votes, who will be nominated as the Student Directors; and
- (e) in the event of a tied vote between candidates for the Student Director positions, members of the Clubs Advisory Committee will be asked to vote again between the tied candidates only.

A record of the votes allocated to each candidate must be recorded by the Chair or a person nominated by the Chair, and in the event that the Nominations Committee rejects one or both of the initial nominees, the next highest polling candidates will be nominated.

The same procedure is to be adopted if any Student Directors are eligible to stand for re-election at the end of their initial or subsequent terms and may be considered by members of the Clubs Advisory Committee along with other candidates for Student Director positions.

Appendix 2 - Procedure for the nomination of Directors (other than Student Directors) (excerpt from the Charter of the Clubs Advisory Committee)

Notwithstanding the Clubs Advisory Committee does not have the exclusive right to nominate persons to be considered as Directors of SUSF, if the Clubs Advisory Committee wishes to endorse the nomination of a person or persons as Directors of SUSF for consideration by the Nominations Committee in accordance with paragraph 6 of Schedule 1 of the Constitution of SUSF, the following procedure shall be adopted:

The Chair of the Clubs Advisory Committee or the proposer of a person's candidacy as a Director of SUSF should present a brief resume of the candidate together with factors in support of their candidacy to a meeting of the Clubs Advisory Committee, and only if there is a majority vote in favour of endorsing the candidate shall the Clubs Advisory Committee complete the nomination form as the nominating body, the form to be signed by the Chair of the Clubs Advisory Committee. The form should also bear the nominee's signature indicating their willingness to be considered, and be accompanied by their resume indicating qualifications, skills, experience and interests.

Candidates nominated as potential Directors will be considered by the Nominations Committee against the following criteria:

- (a) candidates must not hold office in any Clubs or in the University, be a member of the Nominations Committee currently or within the previous 12 months, or have any material current or past interest or association that would conflict with, or that could reasonably be perceived as conflicting with, that person's ability to independently exercise their judgment in carrying out their duties as a Director;
- (b) candidates should have some interest in the administration of University sport and be willing to devote time to meetings with the CEO of SUSF and other staff in addition to attending the Directors' induction program;
- (c) candidates should have some understanding of corporate governance. SUSF will provide briefings for Directors on governance as it applies to not-for-profit organisations and registered (charitable) entities;
- (d) candidates must be prepared to commit to SUSF's dual objectives of promoting and supporting the performance of athletes at competitive levels as well as providing sports and fitness opportunities for recreational participants within the University community; and
- (e) candidates should be prepared to attend up to six Board meetings per year.
- (f) In addition, candidates will be considered against the Board skills matrix developed by the Nominations Committee to ensure the Board in aggregate has access to the range of skills and experience necessary to fulfil its duties and responsibilities.