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# Nominations Committee

**TERMS OF REFERENCE TEMPLATE**

**The following Nominations Committee Terms of Reference is provided as a template only.**

This document and its content is provided as a guide to assist organisations develop a terms of reference when establishing a nominations committee. Your organisation should also consider any information, documents and strategies that might be specifically required for your sport and relevant to its circumstances, structure and function.

Vicsport reminds organisations that the information contained in this document is general in nature and recommends sporting organisations develop a nominations committee terms of reference with due consideration, adapting this template as required for their specific circumstances and seeking legal advice as required.

**Further Information**

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*This resource is supported by the Victorian Government.*

# <INSERT ORGANISATION NAME>

# Nominations Committee

**TERMS OF REFERENCE**

1. **Purpose**

The Nominations Committee is a Committee of the <Organisation> Board.

The purpose of the Committee is to:

* Review the nominations for Director positions
* Assess all nominations received against the needs of the organisation and
* Provide a report for all election voters (<Organisation Members>) to duly consider.

<Insert any additional information about the purpose of the Nominations Committee as relevant to your organisation.>

1. **Authority**

<Insert details about the level of authority the working group has. Consider:

* Who the group reports to, how often and in what format,
* What they have been asked to do (i.e. write a report, provide recommendations & advice)
* What they are not allowed to do (i.e. policy, public statements, expenses).

*Example:
The Committee reports to the <Organisation> Board. It has no delegated authority other than to make reports and any comments to the Board or affiliates for consideration.*

*The Nominations Committee does not provide nominations for Vicsport Board positions. The ability to provide nominations and vote on such nominations remains solely with Vicsport Full Members.*

1. **Appointment of the Committee**

<Insert information about how committee members are appointed, by whom and for how long. Include any additional information as relevant to your organisation>

*Example:*

*After its initial appointment, the Board shall at its first meeting following the AGM in each year determine the composition of the Nominations Committee.*

*External appointed members will be offered two-year terms and the Board will appoint individuals to the sub-committee to fill casual vacancies as appropriate.*

1. **Membership**

<Insert details about the who makes up the Nominations Committee. Consider:

* Number of members - The group should not be so large that it cannot meet its obligations and role under these Terms of Reference.
* Skills & experience required
* Gender equity
* Specific terms that may impede or limit an individual’s membership on the Nominations Committee >

*Example:*

*The membership of the Committee will consist of:*

* *2 <Organisation> Directors*
* *2 persons from the staff or boards of <Organisation> Members who have experience in corporate governance and/or human resources*
* *1 independent person (who is not a Director of <Organisation>) with expertise in corporate governance and/or human resources.*

*The Board may appoint, remove or replace the members of the Committee. Membership of the committee will consist of no less than 40% either gender.*

*Any person who will be a candidate for election as a Director is ineligible to be a member of the Committee in the calendar year of that election.*

*The CEO or his/her designate is the Committee secretariat.*

1. **Chair**

<Insert details about who will Chair the Nominations Committee.>

*Example:
The Committee Chairman is appointed by the Board.*

1. **Meetings & Quorum**

<Insert details about the meetings for the working group. Consider:

* How often will the Working Group Meet?
* How long before the meeting will they receive information?
* Who will arrange the meetings logistics and distribute information and papers?
* Where will meetings be held?
* Who covers meeting costs (if any)?

*Example:*

*The Committee will meet when necessary and participants may attend by teleconference, with the calling of meetings and agendas determined by the Chair/secretariat.*

*A quorum consists of at least half of the members of the Committee.*

1. **Function**

<Insert details about the function of the Nominations Committee in line with the purpose of the committee. The following example is provided as a guide only and relates to the purpose of the Nominations Committee as listed in 1. Purpose. Any changes to the purpose of the committee will require subsequent changes to its function.>

*Example:*

1. *Prior to the call for nominations for Director elections, the Committee will review the skill mix of the Board, excluding those Director(s) whose term is concluding. This will include the undertaking of a skills/experiences 'gap analysis'. The Committee will draft a document ('Director Criteria') outlining desirable criteria which will identify the skills and competencies required to complement those non-retiring Directors for a balanced, diverse and well-functioning Board. Such 'Director Criteria' to be signed-off by the <Organisation> Board.*
2. *The Director Criteria will be distributed with the call for nominations. The Nomination Form will invite nominees to address the criteria.*
3. *Following the close of nominations, the Committee will review the nominations received (including the discretion to interview nominees).*
4. *The Committee will report to affiliates on how the nominees align with the Director Criteria. The report will be previewed by the Board before being distributed with the ballots for the Director elections.*
5. *All nominees for Director positions will appear on the ballot for the election, irrespective of the assessment of the Nominations Committee, as long as they have declared themselves as a fit and proper person to be a Director of <Organisation> by virtue of signing the Director's Code of Conduct as a part of their nomination.*
6. *Following the election of Directors and where there are vacancies for Appointed Directors that may be appointed- or a casual vacancy to be appointed by the Board at any point- the Nominations Committee will review the skill mix of the elected Directors and identify the skills required to complement them to have a balanced, diverse and well-functioning Board. The Board shall then endeavour to fill any Appointed Director or casually vacant position(s) with reference to the identified skills and may seek further guidance from the Nominations Committee during this process.*
7. **Communication**

<Insert details about how, when and why the Nominations Committee members can expect to be contacted>

1. **Contact**

<Insert contact details for the individual responsible for overseeing the Nominations Committee>

1. **Last Updated**

Last approved by <Insert name> on <date>