



**wheatbelt**  
natural resource  
management

# Terms of Reference Nominations Committee

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### Document History

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V1.0	R. Kelly	3 December 2009	Amended Board of M'gmt meeting held 20 August 09
D1.0	D.Guliani	4 April 2012	Amended Recruitment Process for CEO
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### Approvals

This Terms of Reference has been approved by:

Name	Position	Date	Signature
Jim Sullivan	Chairperson, Board of Management	24 Nov 2017	

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# Terms of Reference

## 1.5.1 Nominations Committee



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### 1. Purpose of this Document

This document serves as the “Terms of Reference” that sets out the role, responsibilities, composition and operations of the Nominations Committee of the Wheatbelt Natural Resource Management Incorporated (“Wheatbelt NRM”).

This Terms of Reference document meets the requirements of the Policy 1.3 “Board Recruitment Policy” and Policy 1.5 “Nominations Committee Policy”.

The following procedures support this Terms of Reference:

1. 1.3.1 Board Recruitment Procedure

### 2. Role of the Nominations Committee

The Nominations Committee is a constituted standing committee of the Wheatbelt NRM that exists as an advisory committee to the Board of Management.

The primary function of the Nominations Committee is to oversee the recruitment and performance of the Board of Management and to oversee the appointment and ongoing evaluation of the performance of the Chief Executive Officer. Its aim is to ensure that appointments to the Board of the Wheatbelt NRM and to the position of Chief Executive Officer have the required skills and performance to best serve the organisation and its Members.

The key role and responsibilities of the Nominations Committee are to:

1. oversee performance assessment of the Board of Management;
2. oversee knowledge and skills assessment of the Directors of the Board of Management;
3. oversee selection and recommendation for appointment of the Board of Management’s membership and the Chief Executive Officer; and
4. oversee performance evaluation of the Board of Management and the Chief Executive Officer
5. Review the remuneration of Board Directors and Standing Committee members, and recommends the Fee Schedules to the Membership through the Board of Management

### 3. Membership of the Nominations Committee

#### 3.1 Committee Composition

The Nominations Committee shall comprise three (3) to four (4) members:

- A non-executive Chairperson who is independent of the Board of Management;
- An executive officer of Wheatbelt NRM appointed to serve the Committee for administration purposes that is not the Chief Executive Officer; and
- One (1) to two (2) other members, including at least one (1) representative from the Board of Management that is not renominating for a Board role.

Retired or retiring Directors of the Board of Management should be encouraged to serve on the Nominations Committee.

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### 3.2 Appointment

All members are appointed by the Board of Management.

Interested parties can declare their expression of interest in writing and submit it to the Chief Executive Officer who will then present it to the Board of Management.

### 3.3 Term of Office

The Terms of Office for the Chairperson and other members shall be for a two (2) year period (as from appointment date).

A member who is a Board Director who notes their intent to renominate for a Board role at the next Annual General Meeting shall resign from the Committee prior to the Nominations process starting.

### 3.4 Member Resignation

A member can resign from the Nominations Committee by giving the Chief Executive Officer thirty (30) days notice in writing of the desire to do so.

## 4. Meetings of the Nominations Committee

### 4.1 Frequency

The Nominations Committee shall meet as required to adequately address the nomination and evaluation process.

The Directors of the Board of Management do not have the right to attend meetings as observers.

### 4.2 Quorum

The quorum for meetings of the Nominations Committee shall be three (3) members.

### 4.3 Voting Rights

Nominations Committee members are not required to vote.

### 4.4 Documentation

The Chairperson is responsible for issuing the necessary documentation. All documentation shall be kept on the Nomination Committee file as an official record, unless otherwise approved by the Board of Management, with strict consideration of the confidentiality of the information.

#### 1. Agenda:

- a. Each member will be supplied with a meeting agenda and supporting papers at least five (5) working days prior to a meeting.
- b. A request for an item to be placed on a meeting agenda should be lodged with the Chairperson at least ten (10) days prior to the date of the meeting.

#### 2. Minutes:

- a. Each member will be supplied with the meeting minutes within ten (10) working days after the meeting.

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## 1.5.1 Nominations Committee



### 3. *Reports to the Board of Management:*

- a. In addition to the Minutes of the Committee, the Nomination Committee shall have the right to present reports to the Board of Management at its discretion.
- b. Recommendations for Board Directors are to be presented to the Board of Management.
- c. When the Board of Management accepts the recommendations of the Nominations Committee, it then recommends those Board Directors, based on the number of vacancies it chooses to fill, to be presented to the Members.
- d. The findings and any recommendations from the Board of Management performance evaluation are to be presented to the Board of Management.
- e. Recommendations for the appointment of the Chief Executive Officer are to be presented by the Chair of the Nominations Committee to the Board of Management.
- f. The findings and any recommendations from the Chief Executive Officer performance evaluation are to be presented to the Board of Management.

## 5. Authority and Rights

### 5.1 Board Director Recruitment and Appointment

Recommendations for appointment to the Board of Management shall come through the Nominations Committee. In the case that new information is provided by the:

1. **Board of Management** - the Nominations Committee shall investigate and validate the information; however the Nominations Committee maintains the right to present the final recommendation to the Members through the Board of Management.
2. **Membership** - the Nominations Committee shall investigate and validate the information, however the Nominations Committee maintains the right to present the final recommendation to the Members through the Board of Management.

The Board of Management maintains the right to recommend filling vacancies beyond the minimum board positions needed, up to the maximum allowed.

The Members maintain the right to appoint Board Directors on to the Board of Management, with the exception of vacancies where the right to appoint an Acting Board Director is held by the Board of Management.

The Nominations Committee will put forward only candidates who have confirmed by statutory declaration that they have no current or past criminal charges recorded against them.

### 5.2 Board of Management Performance Evaluation

The Nominations Committee oversees the Board of Management performance evaluation process. The Committee maintains the right to make present and / or make recommendations to the Board of Management that are required to be formally considered by the Board and documented in the minutes of the Board meeting.

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### 5.3 Chief Executive Officer Performance Evaluation

The Nominations Committee in conjunction with the Chairperson oversees the Chief Executive Officer performance evaluation process. The Committee maintains the right to make and present recommendations to the Board of Management that are required to be formally considered by the Board and documented in the minutes of the Board meeting.

## 6. Related Legislation

The following legislation relates to the Nominations Committee function:

- Associations Incorporated Act 2015, Western Australia.
- Disability Discrimination Act (1992) (Commonwealth).
- Equal Opportunity Act (1984) (WA).
- Equal Opportunity for Women in the Workplace Amendment Act 2012 (Commonwealth).
- Freedom of Information Act 1992 (WA).
- Human Rights and Equal Opportunity Commission Act (1986).
- Racial Discrimination Act (1975) (Commonwealth).
- Racial Hatred Act (1995) (Commonwealth).
- Sex Discrimination Act (1984) (Commonwealth).
- Age Discrimination Act (2004) (Commonwealth)