

## Wheatbelt Natural Resource Management Incorporated

### Nominations Committee Policy

<b>Policy Name:</b>	Nominations Committee Policy
<b>Policy Number:</b>	1.5
<b>Policy Version Number:</b>	V1.1
<b>Policy Category:</b>	Board Governance
<b>Contact Officer:</b>	Chairperson, Nominations Committee
<b>Date Approved by the Board of Management:</b>	30 <sup>th</sup> July 2014
<b>Date of Last Review:</b>	Not Applicable
<b>Period Until Next Review:</b>	36 months from the approved date or as required
<b>Related Legislation:</b>	1. Associations Incorporation Act 1987 (Western Australia)
<b>Related WNRM Policies or Procedures:</b>	<ol style="list-style-type: none"> <li>1. Constitution of Wheatbelt NRM</li> <li>2. 1.6.1 Terms of Reference, Nominations Committee</li> <li>3. 1.3 Board Recruitment Policy</li> <li>4. 1.3.1 Board Recruitment Procedure</li> </ol>

#### 1. Definitions

“**Board Director**” means an individual who sits on the Board of Management.

“**Nominations Committee**” means the Standing Committee that provides advice to the Board of Management on nomination and performance matters, undertaking duties as set out in its terms of reference.

“**Standing Committee**” means an advisory committee established for the purpose of assisting the Board of Management with governance matters and is specifically mentioned in the Constitution.

“**Wheatbelt NRM**” means Wheatbelt Natural Resource Management Incorporated.

#### 2. Overview

This Policy relates to the function of the Nominations Committee, which is a constitutional Standing 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 appointees 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 organization and its Members.

The Nominations Committee is also tasked with analysing the knowledge and skills of candidates who have nominated for Board Director roles and to make a recommendation for filling vacancies based on this knowledge and skills assessment.

### **3. Membership**

- 3.1 The Nominations Committee will comprise three (3) to four (4) members:
  - 3.1.1 a non-executive Chairperson who is independent of, and elected by, the Board of Management;
  - 3.1.2 an executive officer of Wheatbelt NRM appointed to serve the Committee for administration purpose who is not the Chief Executive Officer; and one (1) to two (2) members, including at least one (1) representative from the Board of Management who is not renominating for a Board Role.
- 3.2 The Directors of the Board of Management do not have the right to attend meetings as observers.

### **4. Policy Statements**

- 4.1 The Board of Management will be supported by a Nominations Committee that serves as a constitutional Standing Committee and provides an advisory function on nomination and performance matters.
- 4.2 The key roles and responsibilities of the Nominations Committee are to:
  - 4.2.1 oversee the knowledge and skills assessment process of the Directors of the Board of Management;
  - 4.2.2 oversee the selection and recommendation process of the Board of Management's membership;
  - 4.2.3 oversee the selection and recommendation process of the Chief Executive Officer; and
  - 4.2.4 oversee the performance evaluation of the Board of Management; and
  - 4.2.5
  - 4.2.6 reviews the remuneration of Board Directors and Standing Committee members, and recommends the Fee schedules to the Membership through the Board of Management.
- 4.3 A Board of Management approved Terms of Reference document will set out the operational framework for the Nominations Committee.
- 4.4 The Nominations Committee will be chaired by an independent chairperson appointed by the Board of Management.
- 4.5 The Chief Executive Officer cannot be a member of the Nominations Committee due to the conflict of interest in their function.

- 4.6 An existing Board Director who is renominating for a position cannot be a member of the Nominations Committee due to the conflict of interest associated with their nomination.
- 4.7 The selection of elected candidates for Board Director roles will utilise a knowledge and skills assessment process.
- 4.8 The Board of Management's performance will be evaluated annually.
- 4.9 The Chief Executive Officer appointment process will consider assessment of candidates' personal attributes, natural resource management knowledge, qualifications, skills and experience.
- 4.10 The Nominations Committee in conjunction with the Chairperson of the Board of Management oversees the Chief Executive Officer Performance evaluation process.

## **5. Responsible Officers**

- 5.1 The Board of Management, as part of its governance authority, is responsible for the approval and publication of this Policy, including the approval of any subsequent changes.
- 5.2 The Audit Committee is responsible for reviewing this Policy prior to Board of Management approval, and ensuring the scheduled review of this Policy.
- 5.3 The chairperson of the Nominations Committee, elected by the Board of Management, has been delegated the responsibility by the Board of Management for the operational compliance of the Nominations Committee to this Policy.
- 5.4 The Nominations Committee members are responsible to act in accordance with this Policy and make recommendations for its improvement as required.

## **6. Approval**

This Policy was approved by the Board of Management on the 30<sup>th</sup> July 2014

Jim Sullivan  
Chairperson  
Board of Management  
Wheatbelt Natural Resource Management Incorporated