



HumanAbility Ltd

Nominations Committee Terms of Reference

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Contents

1. Role of the Committee.....	2
2. Composition.....	2
3. Term.....	2
4. Administration and Procedures.....	2
5. Specific Responsibilities of the Committee.....	2
6. Authority.....	3
7. Powers.....	3
8. Reviews.....	3



1. Role of the Committee

- 1.1. The role of the Nominations Committee (the Committee) is to assist the Board in discharging its obligations with respect to:
 - a) Developing and reviewing the Independent Chair and Director Eligibility and Board Composition Policy and make recommendations to the Board
 - b) Determining the eligibility of persons being considered for appointment as Independent Chair or Director, in accordance with the Independent Chair or Director Eligibility and Board Composition Policy; and
 - c) Recruiting Board Directors who have the appropriate skills and experience to achieve HumanAbility Ltd's (HumanAbility) strategic objectives and act in the best interest of all stakeholders.

2. Composition

- 2.1. The Committee will comprise of all Board members wishing to participate and will be chaired by a nominated Director of the Board. The quorum for a meeting is three (3) Board members.

3. Term

- 3.1. The Board will confirm membership of the Committee yearly.

4. Administration and Procedures

- 4.1. The Committee will meet as required by the Board.
- 4.2. The Committee will regulate itself consistent with the procedures set out in the Board Charter.
- 4.3. The minutes of each Committee meeting will be tabled at the next Board meeting.

5. Specific Responsibilities of the Committee

- 5.1. Specific responsibilities are to:
 - a) Seek nominations through advertising and membership
 - b) Ensure that nominations align with independence requirements, the Board Skills Matrix, Board Composition Policy and Board Diversity Policy
 - c) Present nominations that meet the criteria outlined above to the Annual General Meeting (AGM) for election by voting members
 - d) Review the Board Charter and By-Laws



- e) Be responsible for Board succession planning
- f) Recruit, select and recommend Board Directors; and
- g) Consider any applications for membership consistent with the provisions of the constitution, policies and decisions of the Board.

6. Authority

- 6.1. The Committee has authority to:
- a) investigate any matter brought to its attention
 - b) obtain any information that it requires from any employee of organisation in order to discharge its responsibilities; and
 - c) have direct access to any employee or contractor of the organisation and seek any information that it requires from any employees of the organisation in order to discharge its responsibilities.

7. Powers

- 7.1. The Committee has an advisory role to assist the Board and does not have any power to commit the Board to any recommendation or decision made by it, except if it has express delegated authority from the Board.

8. Reviews

- 8.1. These Terms of Reference will be reviewed, and, if appropriate, updated by the Board every two (2) years.