



Policy Title	Governance and Nominations Committee Terms of Reference
Policy Number	24
Effective Date	April 2025
Review Frequency	Every 2 years
Legislative Reference	
Related Policies	
Related Forms	
Related Procedures	
Policy Owner	Board
Policy Approver	Board

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1. Role of the Committee

- 1.1. The role of the Governance and Nominations Committee (the Committee) is to assist the Board of HumanAbility (the organisation) in discharging its obligations with respect to:
 - 1.1.1. Developing and reviewing the Independent Chair and Director Eligibility and Board Composition Policy and make recommendations to the Board.
 - 1.1.2. 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.
 - 1.1.3. Recruiting Board Directors who have the appropriate skills and experience to achieve the organisation's strategic objectives and act in the best interest of all stakeholders.
 - 1.1.4. Reviewing relevant policies prior to Board approval. Noting that policies specifically relating to finance and risk will go to the Audit & Risk Committee for review and
 - 1.1.5. Governance matters including, but not restricted to, constitutional, board performance and development, induction, and support of directors.

2. Composition

- 2.1. The Committee will comprise of five (5) Board Directors nominated by the Board at its first meeting after the Annual General Meeting (AGM)
- 2.2. One of the Committee members will be nominated as chair of the Committee.
- 2.3. The Chair of the Committee shall not be the Chair of the Board.
- 2.4. The quorum for a meeting is three (3) of the five (5) standing Board Directors of the Committee.
- 2.5. All Board Directors are able to attend Committee meetings as they occur.

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:
 - 5.1.1. Seek nominations through advertising and membership.
 - 5.1.1.1 Ensure that nominations align with independence requirements, the Board Skills Matrix, Board Composition Policy, and Board Diversity Policy
 - 5.1.2. Present nominations that meet the criteria outlined above to the AGM for election by voting members.
 - 5.1.3. Approve Industry Advisory Committees (IAC) nominees for election.
 - 5.1.4. Review the Board Charter and By-Laws and other relevant policies, excluding policies specifically relating to finance and risk matters.
 - 5.1.5. Be responsible for Board succession planning, induction and support.
 - 5.1.6. Recruit, select and recommend Board Directors.
 - 5.1.7. Consider any applications for membership consistent with the provisions of the constitution, policies and decisions of the Board.
 - 5.1.8. Oversee the development and ongoing review of policies and practices related to Board and Director effectiveness and performance.
 - 5.1.9. Provide guidance and recommendations on the development, implementation and review of policies and frameworks related to Board and executive remuneration including:
 - 5.1.9.1 Ensuring the Chief Executive Officer (CEO) has clearly defined parameters for executive remuneration.
 - 5.1.9.2 Establishing a structured framework for the CEO to use in making decisions regarding the remuneration of executives and providing oversight and guidance on the development of guidelines for executive remuneration that the CEO can use in the decision-making process.



6. Authority

- 6.1. The Committee has authority to:
 - 6.1.1. Investigate any matter relevant to these Terms of Reference that is brought to its attention.
 - 6.1.2. To have access to and obtain any information that it requires from any employee 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.

Version	Date	Rationale	Next Review Date
1.0	Feb 2024	Issued	Feb 2026
1.1	Apr 2025		Apr 2027