



# HumanAbility Ltd

## Governance and Nominations Committee

### Terms of Reference

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## **1. Role of the Committee**

- 1.1. The role of the Nominations Committee (the Committee) is to assist the Board of HumanAbility (the organisation) in discharging its obligations with respect to:
- 1.2. Developing and reviewing the Independent Chair and Director Eligibility and Board Composition Policy and make recommendations to the Board,
- 1.3. 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,
- 1.4. 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, and
- 1.5. 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.
- 1.6. 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.
- 2.2. One of the Committee members will be nominated as chair of the Committee.
- 2.3. The Chair of the Committee is not 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. Standing Members of the Committee**

- 3.1. The following Board Directors are standing members of the Committee;
- 3.2. Judy Gregurke (Chair),
- 3.3. Lloyd Williams,
- 3.4. Stan Wall,
- 3.5. Gaylene Coulton, and
- 3.6. Rob Bonner.

## **4. Term**

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

## **5. Administration and Procedures**

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



## 6. Specific Responsibilities of the Committee

- 6.1. Specific responsibilities are to:
- 6.2. Seek nominations through advertising and membership.
- 6.3. Ensure that nominations align with independence requirements, the Board Skills Matrix, Board Composition Policy, and Board Diversity Policy.
- 6.4. Present nominations that meet the criteria outlined above to the Annual General Meeting (AGM) for election by voting members.
- 6.5. Review the Board Charter and By-Laws and other relevant policies, excluding policies specifically relating to finance and risk matters.
- 6.6. Be responsible for Board succession planning, induction and support.
- 6.7. Recruit, select and recommend Board Directors; and
- 6.8. Consider any applications for membership consistent with the provisions of the constitution, policies and decisions of the Board.

## 7. Authority

- 7.1. The Committee has authority to:
- 7.2. investigate any matter brought to its attention.
- 7.3. obtain any information that it requires from any employee of organisation in order to discharge its responsibilities; and
- 7.4. 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.

## 8. Powers

- 8.1. 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.

## 9. Reviews

- 9.1. 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