

13.0 By Law - Nominations Committee Charter

13.1. Purpose

- a) The Nominations Committee is a Committee of the Board.
- b) Its primary purpose is to review and make a report to the affiliates of Tennis Victoria (TV), or the TV Board, on the nominations for Director positions (in accordance with the terms of this Charter).
- c) The existence of the Committee does not imply the fragmentation or diminution of the role of the Board to ensure the integrity of the organisation's Directors' and President nomination and recruiting policies. It has no delegated authority other than to make reports and any comments to the Board or affiliates for consideration.
- d) For clarity, the Nominations Committee does not provide nominations for these TV Board positions. The ability to provide nominations (and then vote on same) remains solely with all affiliated Tennis Bodies of TV. The Nominations Committee fulfils a comprehensive assessment process of all nominations that are received – against the needs of the organisation at the time – and provides information for all election voters to duly consider.

13.2. Authority

- a) The Board has authorised the Committee to perform the activities required to address its responsibilities and to report and make comment to the Board and affiliates.

13.3. Membership

- a) The Board may appoint, remove or replace the members of the Committee.
- b) Any person who will be a candidate for election as a Director or as President is ineligible to be a member of the Committee in the calendar year of that election.
- c) The membership of the Committee consists of:
 - i) Two Directors;
 - ii) Two persons (who are not Directors of TV), each of whom is a member of a different affiliated Tennis Body and who have experience in corporate governance and/or human resources; and
 - iii) One independent person (who is not a Director of TV) with expertise in corporate governance and/or human resources.

- d) For its initial appointment and the filling of any Nominations Committee vacancy (or at any time the Board desires) the Board will call for Expressions of Interest (EOI) re 13.3(c)(i), from the full Board of Directors, and call for EOI re 13.3(c)(ii) from all affiliated Tennis Bodies. The Board will determine any particular process for its own considerations of EOI for positions on the Nominations Committee.
- e) The Committee Chair is appointed by the Board.
- f) Should the Committee Chair be absent from a meeting, the Committee Members present shall appoint a Chair for that particular meeting.
- g) The CEO or his/her designate is the Committee secretariat.
- h) After its initial appointment, the Board will confirm the composition of the Nominations Committee each December or when required upon any vacancy.

13.4. Meetings

- a) The Committee will meet when necessary and participants may attend by teleconference, with the calling of meetings and agendas determined by the Chair/secretariat.
- b) A quorum consists of at least half the members of the Committee.
- c) The Committee Chair shall not have a second or casting vote.

13.5. Specific Functions of the Committee

- a) Prior to the call for nominations for Director or President elections, the Committee will review the skill mix of the Board, excluding those Director(s) whose term is concluding. This will include the undertaking of a skills/experiences 'gap analysis'. The Committee will draft a document ('Director Criteria') outlining desirable criteria which will identify the skills and competencies required to complement those non-retiring Directors for a balanced, diverse and well functioning Board. Such 'Director Criteria' to be signed-off by the full TV Board.
- b) The Director Criteria will be distributed with the call for nominations. The Nomination Form will invite nominees to address the criteria.
- c) Following the close of nominations, the Committee will review the nominations received (including the discretion to interview nominees).
- d) The Committee will report to affiliates on how the nominees align with the Director Criteria. The report will be previewed by the Board before being distributed with the ballots for the Director elections.
- e) The Nominations Committee will also undertake the tasks outlined in 13.5(a), 13.5(b), 13.5(c) and 13.5(d) for nominations for the position of President, with additional and specific reference

to the responsibilities that this position fulfils, and the particular skills and experiences required, as Chair of the Board of a major State Sporting Association in Victoria.

- 13.6. All nominees for Director and President positions will appear on the ballot for the election, irrespective of the assessment of the Nominations Committee, as long as they have declared themselves as a fit and proper person to be a Director of Tennis Victoria by virtue of signing the TV Director's Code of Conduct as a part of their nomination.
- 13.7. Following the election of Directors and where there are vacancies for Appointed Directors that may be appointed - or a casual vacancy to be appointed by the Board at any point – the Nominations Committee will review the skill mix of the elected Directors and identify the skills required to complement them to have a balanced, diverse and well functioning Board. The Board shall then endeavour to fill any Appointed Director or casually vacant position(s) with reference to the identified skills and may seek further guidance from the Nominations Committee during this process.

Last approved by Board – 12 December 2018