

# Nomination Committee Terms of Reference

The Nominations Committee is a Board Committee formally established by the Board.

## Definition

**Director:** The term Director refers to Member Elected and Board Appointed Directors as described in the Transport Professionals Association (formerly AITPM) Constitution.

## 1 Purpose and authority

### 1.1 Purpose

The purpose of this Nomination Committee Terms of Reference is to specify the authority delegated to the Nomination Committee (Committee) by the Board of Directors of Transport Professionals Association (TPA) and to set out the role, responsibilities, membership and operation of the Committee.

### 1.2 Authority

The Committee is a sub-committee of the Board established in accordance with the TPA constitution and authorised by the Board to assist it in fulfilling its statutory, fiduciary and regulatory responsibilities and in line with good governance practices. The Committee has the authority and power to exercise the role and responsibilities set out in this Terms of Reference and any separate matters granted to it by the Board from time to time.

## 2 Role of the Committee

### 2.1 Nomination

The Committee assists and provides advice to the Board on the nomination policies and practices for Member Elected and Board Appointed positions on the Board:

- a. the development and periodic review of the Director Eligibility and Board Composition Policy for recommendation to the Board;
- b. determine the eligibility of persons nominated for election or being considered for appointment as Director;
- c. manage the nominations process for Member Elected and Board Appointed Directors;
- d. assess and recommend candidates to the Board, for Member Elected Director positions; and
- e. assess and recommend candidates to the Board for Board Appointed Director positions.

The Board Nominations Committee will meet after each annual general meeting of the Company to consider and make recommendations to the Board on the Board's composition, including the skills and diversity of the Board, having regard to the Director Eligibility and Board Composition Policy.

## 2.2 Additional Roles

- a. Board succession planning generally;
- b. the development and implementation of a process for evaluating the performance of the Board, its committees and Directors;
- c. the process for recruiting a Director, including evaluating the balance of skills, knowledge, experience, independence and diversity on the Board and, in the light of this evaluation, preparing a description of the role and capabilities required for a particular appointment;
- d. ensuring there are plans in place to manage the succession of the Chief Executive Officer (CEO);
- e. to ensure that the Board is of a size and composition conducive to making appropriate decisions, with the benefit of a variety of perspectives and skills and in the best interests of the Institute as a whole.

## 2.3 CEO Performance

The Committee also assists and advises the Board on the recruitment, appointment and remuneration of the CEO.

The policies and practices are designed to:

- be fair and appropriate having regard to the performance of the Institute and the CEO;
- comply with the CEO employment contract and relevant legal requirements;
- follow the CEO performance review process as determined from time to time.

## 2.4 Fellow Membership Applications

The Committee is authorised by the Board to consider applications for admission or elevation to Fellow membership in accordance with the Delegations of Authority Policy.

The Committee may:

- assess applications against the approved eligibility criteria;
- request further information to support an application; and
- approve or decline Fellow membership applications

The Committee must report all decisions or recommendations concerning Fellow membership to the Board for its information.

# 3 Nomination Responsibilities

The Committee is responsible for the following in accordance with the Director Eligibility and Board Composition Policy:

- a. **Board size** - making recommendations regarding the size of the Board pursuant to AIPM Constitution (no more than 9 in total. Specifically, no less than 5 Member Elected Directors and no more than 4 Board Appointed Directors at any time), being a size that encourages efficient decision making;
- b. **Skills matrix** - to review and recommend to the Board the skills matrix. By reviewing the current mix of skills and diversity of the current Board ensuring the alignment with TPA strategy;
- c. **Director recommendations** - developing and reviewing the process for the nomination, selection, election and appointment and re-election of Directors and making recommendation to the Board for any changes to the Policy;
- d. **Induction** - implementing induction programs for new Directors and CEO as and when required;
- e. **assessing performance** - implementing a process (including considering whether to use external

facilitators) to evaluate the performance of the Chair, Board, Board committees, individual Directors and addressing issues that may arise from the review;

- f. assessing independence** - assisting the Board in assessing the independence of each Director;
- g. Succession plans** - reviewing Board and CEO succession plans and processes, being conscious of each Director's tenure, to maintain an appropriate balance of skills, experience, expertise, and diversity.
- h. exit interviews** - facilitating and reporting to the Board on exit interviews for Directors, CEO and employees.

## 4 Remuneration Responsibilities

### 4.1 General

The Committee is responsible for developing, reviewing and making recommendations to the Board on:

- **CEO Employment Contract** - the remuneration packages to be awarded to the CEO aligned with budgets and considering any CPI increases or bonus structure.
- **Company Secretary** - appointment and remuneration or fees.

## 5 Committee Membership

### 5.1 Composition and size

The Board Nominations Committee must be comprised of a majority of Directors on the Board, provided that a Director must not be a member of the Board Nominations Committee during the year in which they seek re-election or re-appointment to the Board.

The Committee will consist of at least 3 members.

Each member must declare any interest, business or other relationship which, in the opinion of the Board, could, or could reasonably be perceived to, materially interfere with the exercise of independent judgment as a member of the Committee.

The term of service of Committee members will be reviewed by the Board at least annually, with a view to rotating members periodically, but without losing the continuity of experience and knowledge gained by the members of the Committee. The members of the Committee are recommended by the committee and appointed and removed by the Board.

### 5.2 Chair

The Chair of the Committee is appointed by the Board.

If, for a particular Committee meeting, the Committee Chair is not present within 10 minutes of the nominated starting time of the meeting, the Committee may elect a Chair for the meeting.

The Committee members must elect an alternative chair (recommend the Company Secretary) for the portion of the meeting concerning the appointment of a successor to the Chair.

### 5.3 Secretary

The Company Secretary is the secretary of the Committee.

## 6 Committee meetings and process

### 6.1 Meetings

Meetings and proceedings of the Committee are governed by the provisions in the TPA Constitution regulating meetings and proceedings of the Board and Committees of the Board in so far as they are applicable and not inconsistent with this Terms of Reference.

Committee members may attend meetings in person or by electronic means.

### 6.2 Frequency and calling of meetings

The Committee will meet as frequently as required to perform its functions, but not less than twice a year.

### 6.3 Quorum

At least (3) Directors constitute a quorum for meetings of the Committee.

### 6.4 Attendance by management and advisers

The Committee Chair may invite the CEO, other employees, Directors who are not members of the Committee and external advisers to attend meetings of the Committee.

### 6.5 Notice, agenda and documents

The Chair of the Committee will determine the meeting agenda after appropriate consultation.

Unless otherwise agreed or considered necessary by the Chair, notice of each meeting confirming the venue, date, and time together with an agenda of items to be discussed and supporting documentation, will be circulated by the Company Secretary to each Committee member and any other individual invited to attend, not less than 3 business days before the meeting.

### 6.6 Minutes

The Company Secretary will keep minutes to record the proceedings and resolutions of Committee meetings.

The Chair of the Committee, or delegate, will report to the Board after each Committee meeting.

The Committee must refer any matter of significant importance to the Board for its consideration and attention.

### 6.7 Access to information and advisers

The Committee has the authority to engage external advisers to support the discharge of the Committee remit, for the purposes of providing a quotation to enable a recommendation to be presented to the Board for approval.

## 7 Review of the Terms of Reference

The Committee will review its Terms of Reference annually to keep it up to date and consistent with the Committee's authority, objectives and responsibilities and report to the Board any changes it considers should be made. The Terms of Reference may be amended by resolution of the Board.