

# SOUTH AUSTRALIAN CRICKET ASSOCIATION LIMITED

## NOMINATIONS COMMITTEE CHARTER

### 1 Purpose

The Nominations Committee (**Committee**) is established by the South Australian Cricket Association Limited (**SACA**) Board of Directors (**Board**), in accordance with clause 13.5(a) of the SACA Constitution (**Constitution**). This Charter specifies the authority delegated by the Board to govern the operations of the Committee and sets out the role, membership, operation and responsibilities of the Committee.

The primary purpose of the Committee is to support and advise the Board and Members by:

- (a) establishing processes for the identification of suitable candidates for appointment to the Board;
- (b) providing guidance to the Board and Members on candidates for appointment to the Board; and
- (c) establishing processes for reviewing the performance of individual Directors, the Board as a whole, and Board committees.

Capitalised terms used but not otherwise defined in this Charter have the meaning given to them in the Constitution.

### 2 Membership of the Committee

#### 2.1 Membership

- (a) The Committee will consist of at least 3 persons.
- (b) The Committee will consist of at least one person who satisfies the requirements in clause 13.5(b)(i) of the Constitution (**Independent Member**).
- (c) The Independent Member will act as Chair of the Committee (**Independent Nominations Committee Chair**). If there is more than one Independent Member, the Committee must appoint one of the Independent Members to act as Independent Nominations Committee Chair.

#### 2.2 Appointment and term

- (a) The term of membership of the members of the Committee will be 3 years unless otherwise determined by the Board.
- (b) The Board may appoint additional members to the Committee or remove and replace members of the Committee by resolution at any time. Members may withdraw from membership by written notification to the Board.
- (c) The Board shall seek expressions of interest from Members prior to appointing the Independent Nominations Committee Chair.

### 3 Administrative matters

#### 3.1 Meetings

- (a) The Committee will meet as often as necessary to undertake its role effectively, but must meet at least three times each year. The quorum necessary for a meeting of the Committee will be two members, with at least one being a Director and at least one being an Independent Member. Meetings may be convened face to face or via video conference or telephone conference.

- (b) Any Committee member may convene a meeting of the Committee. At least 5 Business Days' notice must be given to every Committee member of every Committee meeting, unless all members of the Committee agree to a shorter notice period. Acknowledgment of receipt of notice by all members is not required before the meeting may be validly held.
- (c) The CEO, Executive Management and external advisers may attend meetings of the Committee at the invitation of the Independent Nominations Committee Chair.

### **3.2 Access and external engagement**

- (a) The Committee has rights of access to management of SACA and rights to seek explanations and additional information.
- (b) The Committee may, with the prior approval of the Chair of the Board, seek the advice of SACA's solicitors (at the cost of SACA) as to any matter pertaining to the powers or duties of the Committee.
- (c) The Committee may, with the prior approval of the Chair of the Board, instruct the Chief Executive or other member of management to engage such other independent advisers in relation to any matter pertaining to the responsibilities of the Committee, as the Committee may require.

### **3.3 Agenda and minutes**

The SACA Secretary (or his or her delegate) will:

- (a) attend all Committee meetings as minute secretary;
- (b) in conjunction with the Independent Nominations Committee Chair, prepare an agenda to be circulated to each Committee member before each meeting of the Committee; and
- (c) prepare minutes of each Committee meeting.

## **4 Reporting**

- (a) The Board papers for the Board meeting following a meeting of the Committee will include the draft minutes of the previous Committee meeting.
- (b) A Director who sits on the Committee will provide a brief oral report at the Board meeting as to any material matters arising out of the immediately preceding Committee meeting. All Directors will be permitted, within the Board meeting, to request information of the relevant Director who sits on the Committee or members of the Committee.

## **5 Duties and responsibilities**

### **5.1 Board structure and appointments**

The Committee will:

- (a) provide guidance to the Board regarding criteria for appointment as a Director and periodically review those criteria, including having regard to:
  - (i) affiliations with SACA;
  - (ii) the skills and experience of Directors and those required for proper governance of SACA;

- (iii) diversity;
- (b) periodically review the structure of the Board, having regard to the balance of skills, knowledge, experience, independence and diversity on the Board and the time commitments of Directors and provide guidance on changes when necessary;
- (c) provide guidance to:
  - (i) the Board regarding the appointment and re-appointment of Directors, including the appointment of persons to fill vacancies under clause 11.11 of the Constitution and identifying suitable candidates for new appointments; and
  - (ii) Members regarding the election of persons standing for election as Member Elected Directors, including identifying and making recommendations to Members regarding preferred candidates;
- (d) provide guidance to the Board on the appointment of SACA representatives on the boards or any board committees of Adelaide Oval SMA Limited, Cricket Australia or any other organisation with which SACA is affiliated;
- (e) assist the Board to develop strategies to ensure that effective training and education programmes for new and existing Board members are in place, and regularly review the effectiveness of those programmes; and
- (f) develop and review, on a regular basis, Board succession plans and provide advice to the Board on those plans.

## **5.2 Evaluation of Board and Committees**

The Committee will develop and assist the Board to implement a process for evaluating the performance of the Board, the Board committees and Directors and oversee the regular annual review of the performance of the Board and Board committees by way of self-assessment by the Board or external independent reviews.

## **5.3 Other**

The Committee will perform other duties and activities that the Board considers appropriate.

## **6 Review of performance**

The Committee will periodically undertake an evaluation of its performance. The Board may evaluate the performance of the Committee as appropriate. The performance evaluation will have regard to the extent to which the Committee has met its responsibilities in the terms of this Charter and the Constitution.

## **7 Review of this Charter**

### **7.1 Committee**

The Committee will annually review this Charter to determine its adequacy and make recommendations to the Board.

### **7.2 Board**

The Board will annually review this Charter to determine its adequacy having regard to the recommendations of the Committee.