

Nominations Committee Terms of Reference



Document Details

Document Name	Governance Committee Terms of Reference
Document ID	GAR019
Authority	Board
Responsible Role	Nominations Committee Chair

1 Introduction

The Nominations Committee (**the Committee**) is established as a Committee of the Board, as required in terms of the Company's Constitution. The Committee will continue indefinitely until such time as terminated by the Board.

These Terms of Reference outline the role, responsibilities and operating procedures of the Committee, and shall be reviewed by the Board at least every two years. These Terms of Reference should be read in conjunction with relevant NT PHN policies and procedures as they apply to Committee members.

2 Purpose of Committee

The Committee's purpose is to assist the Board in relation to the selection and appointment of Directors, as defined in these Terms of Reference or as may be directed by the Board.

3 Role and Responsibilities

The Committee, upon the advice of the Board, considers and makes recommendations to the Board on the matters listed below. The main responsibilities of the Committee are to:

- ensure a formal and transparent procedure for the selection, appointment and re-appointment of Directors is followed
- consider the Board succession planning to ensure an appropriate balance of skills, experience, expertise and diversity is maintained to enable the Board to discharge its responsibilities effectively, having regard to the Board skills matrix
- regularly review the Board skills matrix to assess whether the necessary and desirable skills, competencies and experience are represented on the Board
- call for expressions of interest to fill Director vacancies that arise from time to time, at the direction of the Board
- assess Director applications, conduct interviews and making recommendations on Director appointments to the Board.

The Committee is authorised by the Board to:

- investigate any activity within its terms of reference
- seek any information it requires, through the CEO or Committee Secretary, from any Director, employee, consultant or other provider of services to the Company, in order to perform its duties
- call, through the CEO or Committee Secretary, any employee to provide information at a meeting of the Committee as and when required.

Committee members are expected to be fully prepared for Committee meetings to be able to provide appropriate and constructive input on matters for discussion.

4 Membership

4.1 Appointment and composition

The Committee will comprise of up to six members, with each Company Member entitled to appoint two representatives to serve on the Committee.

The appointment of Committee members will continue indefinitely until terminated by the appointing Company Member.

The Committee members must have sufficient qualifications and experience to ensure that the Committee, as a whole, are able to fulfil their duties.

4.2 Chair

The Committee Chair is appointed by a simple majority vote by the Board for a term of two years, with the possibility of being reappointed by the Board for subsequent terms. The appointment of a Deputy Chair is in the discretion of the Committee.

All Committee meetings shall be chaired by the Committee Chair. In the absence of the Committee Chair and/or an appointed Deputy Chair, the remaining members present shall elect one of themselves to chair the meeting and to provide feedback to the Committee Chair as to the salient points and outcomes of that meeting.

4.3 Remuneration

Company Member representatives serving on the Committee will not be remunerated.

5 Meetings

5.1 Frequency of meetings

The Committee will meet a sufficient number of times per year to carry out its responsibilities, being a minimum of once per year. Additional meetings may be scheduled as directed by the Board or Committee Chair, or otherwise as necessary to discharge the responsibilities of the Committee.

5.2 Agenda and minutes

The agenda and agenda papers for Committee meetings will be circulated no less than five working days before each meeting.

The Committee Secretary shall finalise the agenda with the Committee Chair prior to circulation to the Committee members. Any Committee member may submit an agenda point to the Committee Secretary within 10 working days before a meeting.

The Committee shall ensure that accurate minutes of all Committee meetings be prepared. The Committee Secretary must complete the draft minutes within five working days of the meeting and circulate it to the Chair for review and to the Committee members for approval within one month of the meeting. The final approved minutes shall be presented to the Committee for notice at the next Committee meeting to be signed by the Committee Chair. The Committee Secretary will maintain a complete and up to date record of all meeting minutes and action items.

5.3 Attendance at meetings

Members are required to attend all Committee meetings in person or through such technology as may be deemed appropriate.

The CEO and Committee Secretary shall attend all Committee meetings as standing invitees but may not vote on any decisions by the Committee. Other non-members, such as NT PHN Directors, management and

professional advisors, may be invited by the Committee Chair to attend all or part of any Committee meeting as and when necessary.

5.4 Quorum

A quorum for meetings shall be at least half of the Committee members. If a quorum is not achieved, a decision to continue with the meeting will be made by those present. If the meeting continues, all decisions must be ratified at the next meeting or out-of-session.

5.5 Decision-making

The Committee makes recommendations to the Board and does not have delegated decision-making authority from the Board.

The Committee will strive to make decisions on matters within their scope on a unanimous basis. In any instance where this cannot be achieved, the Chair will put the issue to a simple majority vote.

5.6 Proxies

If a Committee Member is unable to attend a meeting for reasonable cause, a proxy may be nominated to attend the meeting on that Member's behalf. The nominated proxy will have voting rights and must be selected by the Member with capacity to make decisions on the Member's behalf. Proxy nominations must be made to the Chair for approval prior to the meeting.

5.7 Management of urgent matters

From time to time, urgent matters may arise requiring the review, approval or endorsement by the Committee. In such cases, the Committee Chair shall determine the relative urgency of the request and may either:

- call a special meeting of the Committee
- put the matter to vote by the Committee out-of-session in such form as may be directed by the Chair, which may include by way of email, with the vote of the majority of Members representing the decision of the Committee; or
- provide a response on behalf of the Committee, which is to be tabled at the next Committee meeting.

6 Secretariat

The Company Secretary or such other person nominated by the Company Secretary shall act as the secretary of the Committee (**the Committee Secretary**). The Committee Secretary shall attend all Committee meetings and is responsible for making all administrative arrangements for Committee meetings, preparing and circulating meeting papers and minutes, or such other secretariat support as may be required.

7 Reporting

The Committee reports to the Board. The Committee Chair, with the support of the Committee Secretary, must present feedback at the next scheduled Board meeting following each Committee meeting, or if requested at any time.

8 Confidentiality and Privacy

In accordance with NT PHN's Confidentiality Undertaking Policy, all non-public information that Committee members acquire in the course of performing their duties should be treated as confidential, which obligation continues to apply when a member no longer serves on the Committee. Other than as authorised by NT PHN or as required by law, Committee members shall not divulge such confidential information, use or appear to use such confidential information for personal advantage or for the advantage of a third person. Any personal information shall be treated in accordance with the Privacy Policy.

9 Conflicts of Interest

Committee members must act with honesty and integrity, be open and transparent in dealings, and avoid personal interests to conflict with the interests of the Company and, where it exists, to identify and disclose any potential, perceived or actual conflicts of interest or related party transactions.

The declaration of interests will remain a standing agenda item for each Committee meeting and Committee members will be expected to declare the nature and extent of any actual, potential or perceived conflict of interest at the start of each Committee meeting if it is likely to have an impact on a discussion or decision being made by the Committee.

10 Further Information

Definitions	<p>Board – the Board of Directors of NT PHN</p> <p>CEO – the Chief Executive Officer of NT PHN</p> <p>Committee – the Nominations Committee of the Board</p> <p>Committee Secretary – the Company Secretary or such other person nominated by the Company Secretary to act as the secretary of the Committee</p> <p>Company or NT PHN – Health Network Northern Territory Ltd operating as Northern Territory PHN and the Rural Workforce Agency NT</p>
Related Controlled Documents	<p>BRD0014 Privacy Policy</p> <p>BRD0016 Confidentiality Undertaking Policy</p> <p>BRD0017 Code of Conduct</p> <p>BRD0040 Board Charter</p>
Relevant Legislation	<p>Corporations Act 2001 (Cth)</p> <p>Privacy Act 1988 (Cth)</p>
References	Nil

11 Version History

Date of Original Adoption		04.02.2013		Due date for Next Review	01.06.22
Version	Author	Approved by	Date Adopted	Sections Modified	
1	-	NTML Board	04.02.2013	Adoption of BRD0005 Board Sub-Committees Policy.	
1.1	Company Secretary	NTML Board	23.02.2015	Minor changes to BRD0005 Board Sub-Committees Policy.	
2	Company Secretary	NT PHN Board	30.11.2015	Minor variations to BRD0005 Board Committees and Councils Policy. Committee's Terms of Reference attached.	
3	Company Secretary	NT PHN Board	29.02.2016	Minor changes to BRD0005 Board Sub-Committees Policy.	
4	Board Support	NT PHN Board	29.02.2016	No relevant changes – amendments made to Councils' Terms of Reference attached to BRD0005.	

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4.1	Board Support	NT PHN Board	23.08.2016 21.11.2016	No relevant changes – amendments made to Councils’ and Workforce Committee’s Terms of Reference attached to BRD0005.	
4.2	Office of CEO	NT PHN Board	28.08.2017	No relevant changes – amendments made to Councils’ Terms of Reference and Terms of Reference adopted for new Sponsorship and Development Committee.	
4.3	Strategy and Business Performance Manager	NT PHN Board	29.05.2018	No relevant changes – amendments made to Councils’ Terms of Reference.	
4.4	Assurance Manager	NT PHN Board, Resolution 306	27.08.2018	Realignment of all Terms of Reference and inclusion of Attachment I (Supporting Documentation for Councils) to BRD0005.	
5	Company Secretary	NT PHN Board, Resolution 422	01.06.20	Terms of Reference updated and placed on new template in accordance with Corporate Governance Handbook as a standalone controlled document. Document ID changed from BRD0005-A to GAR19.	
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