



TFA BOARD NOMINATIONS COMMITTEE CHARTER

2019



TFA Nominations Committee Delegation

- (a) The Directors must, from time to time and for such period as they determine, establish a Nominations Committee comprising:
 - (i) a current Director not seeking election at the next general meeting, who shall be the Committee Chairperson;
 - (ii) a former Director or TFA Life Member; and
 - (iii) a suitable person appointed by the TFA Board.
- (b) The Nominations Committee may consider each candidate for election as a Director (each a Candidate) and will assess:
 - (i) the commitment of the Candidate to a strong governance regime for Touch;
 - (ii) the commitment of the Candidate to TFA developing policies and strategies for Touch generally throughout Australia;
 - (iii) whether the Candidate has been involved in activities which could, or could reasonably be perceived to, materially interfere with the Candidate's ability to act in the best interests of TFA;
 - (iv) whether the Candidate is free from any interest or any relationship which could, or could reasonably be perceived to, materially interfere with the nominee's ability to act in the best interests of TFA;
 - (v) the gender mix of the TFA Board, the minimum 40% gender diversity requirement imposed on the TFA Board under state and federal funding agreements (and other similar expectations or requirements on TFA);
 - (vi) the skills matrix of the TFA Board; and
 - (vii) that the Candidate satisfies the Core Competencies,

and may, in its absolute discretion and acting in good faith, approve or object to the Candidate's nomination for election as a Director. Written notice of the Nomination Committee's decision must be given to the TFA CEO by a date specified by TFA.
- (c) The Nominations Committee must provide a written report to the TFA CEO and TFA Board with an assessment of each Candidate and the reasons for its decisions.
- (d) Unless the Nominations Committee approves a Candidate under **clause (b)**, the Candidate is not eligible to stand for election as a Director at the next general meeting.
- (e) The Nominations Committee may request TFA, through the CEO, to provide or obtain any information that the Nominations Committee requires in respect of a nominee or a person proposed to be appointed as a Director.
- (f) All information obtained by the Nominations Committee and all deliberations and records of deliberations must be treated as confidential by the Nominations Committee, except for information required for the report referred to in **clause (c)**.
- (g) The Nominations Committee may make its own rules regarding its conduct, subject to any rules made in this regard by the Directors and subject to this Charter.

- (h) A quorum consists of all three (3) members of the Nominations Committee present at the meeting of the Nominations Committee.
- (i) A decision made by the Nominations Committee under this Delegation is final and not subject to challenge.
- (j) For the purposes of **clause (b)(vii)** the Core Competencies are that a nominee:
 - (A) must possess each of the following:
 - (1) Demonstrated leadership at a senior level in an environment compatible with the requirements of TFA;
 - (2) Demonstrated commitment to strong governance principles and an understanding and appreciation of the duties and responsibilities of the role of Director demonstrated by membership of the AICD or relevant education or experience serving on or working with other Boards of Directors; and
 - (3) A commitment to and record of ethical behaviour including not having been the subject of an adverse finding or the current subject of an inquiry or investigation by any statutory, regulatory or law enforcement authority or agency including any Touch related disciplinary body relating to any serious ethical matter; and
 - (B) must possess at least one of the following:
 - (1) legal qualifications (LLB or equivalent);
 - (2) accounting/finance qualifications (CA, CPA, CFA or equivalent);
 - (3) commercial, marketing, communications, government relations or public relations experience at a senior level;
 - (4) Touch administration experience through serving at club, affiliate or State level;
 - (5) knowledge or experience of elite Touch through experience as a player, coach, referee or official at any level;
 - (6) business experience and/or qualifications (MBA or senior management experience);
 - (7) experience in Board directorship; or
 - (8) otherwise possesses skills, expertise or experience the Nominations Committee considers to be appropriate.