

Nominations Committee Charter



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1. Introduction

- 1.1 The Board of Touch Football Australia Limited (**TFA**) has established a Nominations Committee (**Committee**) pursuant to clause 26 of TFA's Constitution.
- 1.2 This Charter sets out the purpose, scope and responsibilities of the Committee and should be read in conjunction with TFA's Constitution and Board Charter.

2. Purpose

- 2.1 The purpose of the Committee is to assist TFA in identifying candidates to stand for election as an Elected Director of TFA, ensuring the Board's composition is suitable for fulfilling its responsibilities and advancing TFA's mission and values.

3. Membership

- 3.1 The Committee shall comprise of at least three (3) members and no more than five (5) members, meeting the criteria set out in this clause 3.
- 3.2 Committee membership must satisfy clause 3.2 (a) and (b) below:
 - (a) a Chief Executive Officer (or their delegate) of a national or state sporting body or comparable institutions, including but not limited to the Australian Olympic or Paralympic Committee or a senior executive (or their delegate) of the Australian Institute of Company Directors (AICD) or the Governance Institute;
 - (b) an Elected Director of TFA who is not up for re-election for the next general meeting;
- 3.3 When clause 3.2 (a) and (b) are satisfied, the remaining Committee members shall comprise of at least one of the following:
 - (a) a former athlete who has participated in a sport at an elite level, as selected by the Board;
 - (b) a Life Member or Hall of Fame Member of TFA, NSWTA or QLDTA, as selected by the Board;
 - (c) an Individual Member (as defined in the TFA Constitution) who the Board considers to be independent and has made a significant contribution to the sport.
- 3.4 The Chair of the Committee will be elected by, and hold office for the period determined by, the members of the Committee however it must not be an Elected Director of TFA.
- 3.5 The Company Secretary will act as Committee Secretary and attend all meetings.

4. Role and Responsibilities of the Committee

4.1 Role

- (a) The Committee's role is to undertake an independent assessment of candidates who have submitted valid nominations to stand for election as an Elected Director of TFA, excluding candidates who are current Elected Directors seeking re-election at the next General Meeting or those filling a casual vacancy as an Elected Director.
- (b) This assessment involves evaluating the qualifications, experience, and suitability of each candidate.
- (c) This evaluation is done in accordance with the specific criteria outlined in clause 4 of the Nominations Committee Charter.
- (d) Undertaking an independent process will ensure that the most qualified and suitable

candidates are eligible to stand for election as an Elected Director at the next general meeting, thereby supporting the effective governance and strategic direction of TFA.

4.2 Assessment

- (a) The Board has authorised the Committee to consider each candidate for election as an Elected Director (each a **Candidate**) and will assess:
- (i) the commitment of the Candidate to a strong governance regime for touch football in Australia;
 - (ii) the commitment of the Candidate to TFA developing policies and strategies for touch football generally throughout Australia;
 - (iii) that the Candidate has not 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) that the Candidate is free from any interest and any relationship which could, or could reasonably be perceived to, materially interfere with their ability to act in the best interests of the Company;
 - (v) the Board Skills Matrix of the Board and outcomes of a self-assessment process undertaken by the Directors;
 - (vi) the diversity mix of the Board; and
 - (vii) that the Candidate satisfies the Core Competencies (as defined in clause 4.3),
- and may, in its absolute discretion and acting in good faith, approve or object to the Candidate being elected as an Elected Director.
- (b) The Committee may request TFA, through the Company Secretary, to provide or obtain any information that the Committee requires in respect of a Candidate.

4.3 Core Competencies

- (a) For the purposes of clause 4.2, the Core Competencies are that a Candidate must possess each of the following:
- (i) Demonstrated leadership at a senior level in an environment compatible with the requirements of TFA;
 - (ii) 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, relevant education or experience serving on or working with other Boards of Directors;
 - (iii) A commitment to and a demonstrated history of ethical conduct, including not having been the subject of an adverse finding by statutory, regulatory, or law enforcement authorities. This excludes unresolved complaints, allegations, or claims of any kind that may compromise their suitability; and
 - (iv) must possess at least one of the following:
 - A. legal qualifications (LLB or equivalent);
 - B. accounting/finance qualifications (CA, CPA, CFA or equivalent);
 - C. knowledge or experience of touch football through experience as a player, coach or official at a local, state or national Level;
 - D. seven (7) years or more in sport administration experience through serving as an administrator, senior executive or director either in a paid or

voluntary capacity;

E. business experience and/or business or commerce qualifications (postgraduate such as an MBA or senior management experience); or

F. such other criteria as the Board sees fit in line with its Board Skills Matrix.

4.4 Conduct of the Committee

- (a) The Committee will convene each year prior to the AGM.
- (b) The Committee may make its own rules regarding its conduct, subject to any rules made in this regard by the Directors and subject to clause 4.4(b).
- (c) A quorum consists of at least three (3) members of the Committee present (in person or linked together contemporaneously by telephone or other electronic means) at the meeting of the Nominations Committee and must have include those Committee members listed in clause 3 (a) and (b).

4.5 Decision

- (a) A decision by the Committee on the eligibility of a Candidate to stand for election as a Director of TFA at a general meeting made under this clause 4 is final and not subject to challenge.
- (b) Written notice of the Nomination Committee's decision must be given to the Company Secretary by a date specified by TFA.
- (c) The Committee is not required to provide any reasons for its decisions to members.
- (d) Subject to the Constitution, the only Candidates that are eligible to stand for election as an Elected Director at the next general meeting of TFA are those that the Committee deem eligible under this clause 4.
- (e) All information obtained by the Committee and all deliberations and records of deliberations are confidential and must not be disclosed to any person who is not a member of the Committee.

4.6 Report to Members

- (a) To assist TFA members in making an informed decision on the election of Directors, the Committee will provide a report outlining its process and decision on which Candidates are eligible to stand for election as an Elected Director.

5. Charter Review

The Board reviews this charter regularly and makes changes, as necessary. The Committee Secretary is responsible for monitoring and maintenance of this charter.