

---

## NOMINATIONS COMMITTEE TERMS OF REFERENCE

---

*Approved by the Board on 7 December 2021 (version 1), 28 August 2023 (version 1.1)*

### 1. INTRODUCTION

The purpose of this Terms of Reference is to document the objectives, responsibilities, composition and administration of the Nominations Committee “Committee”) of the Western Queensland Primary Health Network (“WQPHN”).

### 2. OBJECTIVES

Under clause 16.4 of the Constitution, the Board must establish a nomination committee for the purpose of reviewing and assessing the eligibility of persons being considered for election to the Board (Nomination Committee).

### 3. RESPONSIBILITIES:

The main duties and responsibilities of the Committee are:

- a. Develop, and apply to its selection and recommendations process, a Board Skills Matrix that outlines the mix of skills and diversity that the Board currently has or is looking to achieve in its directorship.
- b. Maintain the Director Register, ensuring Directors are (re)elected or (re)appointed in accordance with the Constitution.
- c. Recommend to the Board the process for seeking nominations for election as an Elected Director.
- d. Receive nominations for election as an Elected Director and recommend to the Board the list of approved candidates for election to be set out in the notice of relevant general meeting and/or related explanatory material.
- e. Any other tasks referred by the Board to the Committee.

### 4. COMPOSITION AND MEETINGS

#### 4.1 Membership and attendance at meetings

- a) The Committee shall comprise up to four (4) members, including:
  - a. the Chair of the Committee appointed by the Board, who must be an Appointed Director.
  - b. Up to two Elected Director positions.
  - c. One independent Member.
- b) A quorum of the Committee is any three (3) members of the Committee.
- c) Membership of the Committee will be determined at the first Board meeting following the Annual General Meeting, taking into account those Directors whose terms are due for renewal at the subsequent Annual General Meeting.
- d) The CEO may attend the Committee by invitation.
- e) From time to time, the Committee may invite other people to attend Committee meetings as it considers necessary.

- f) The secretary of the Committee is the Company Secretary, or another person nominated by the Chair

#### **4.2 Meetings**

The Committee will meet at least two (2) times per year and will regulate itself consistently with the procedures set out in the Constitution and Board Charter as amended from time to time.

#### **5. AUTHORITY**

- a) The Committee is directly accountable to the Board for the exercise of its responsibilities. In carrying out its responsibilities, the Committee must at all times recognise that primary responsibility for governance of the WQPHN rests with the Board
- b) The Committee has no executive powers, except those that may be expressly provided by the Board to the Committee
- c) The Committee may task WQPHN staff through the CEO
- d) The Committee may, in its discretion, delegate some or all of its objectives and responsibilities to the Chair.

#### **6. REPORTING**

The Chair of the Committee shall report the findings and recommendations of the Committee to the Board after each meeting. The papers and minutes of all Committee meetings shall be made available to the Board.

#### **7. REVIEW OF TERMS OF REFERENCE AND COMPOSITION**

The Committee is to review its composition and Terms of Reference annually and recommend any changes to the Board at the first meeting after the Annual General Meeting. The Committee may review its Terms of Reference at other times deemed necessary by the Committee or the Board.