

Nominations Committee By-law

V1.2 19-Apr-21

1. Structure and Skills

1.1. Purpose

The purpose of the Ice Hockey Australia (**IHA**) Nomination Committee (**Committee**) is to assist the IHA Board (**Board**) to discharge its responsibilities by ensuring the Board and the relevant subsidiary committees of IHA comprise individuals with an appropriate mix of skills, knowledge, experience and diversity, and who are best able to discharge the responsibilities of Directors having regard to the present and likely future needs of IHA.

The Committee will assist the Board in fulfilling its oversight responsibilities relating to:

- considering the applications of persons who apply for vacant Elected Director positions to determine **Eligible Director Candidates**;
- the selection of individuals to be appointed to the Board as Appointed Directors or under a Casual Vacancy; and
- advising the Board and the Voting Members in relation to:
 - the matrix of skills that it considers should be held by the Directors; and
 - their assessment of the Eligible Director Candidates.

The Committee provides assurance that the Board has appropriate composition, size and commitment to discharge its responsibilities and duties. The existence of the Committee does not imply the fragmentation or diminution of the role of the Board.

The Committee is governed by the requirements within cl19.3 of the Constitution of Ice Hockey Australia Limited.

1.2. Authority

The Board has authorised the Committee, within the scope of their duties and responsibilities set out in this By-law to:

- perform the activities required to address its responsibilities and make recommendations to the Board;
- select, engage, and approve fees within the delegated authority set by the Board for any professional advisers that the Committee may require to carry out its duties;
- require attendance by specified personnel at meetings as appropriate, with such attendance enforced by the Board; and
- have unrestricted access to management, employees and information it considers relevant to its responsibilities under this By-law.

1.3. Membership

The Committee shall comprise of at least three members (but no more than five) from broad geographical areas and with sufficient diversity of gender and age. The Committee shall consist of people who have particular skills and experience that are relevant to the purpose, role and deliberations of the Committee.

As a minimum, the Committee shall consist of:

- a. one elected Director;
- b. one person elected by an ordinary resolution of the Directors; and
- c. one person elected by a two-third (2/3) majority of votes eligible to be cast by Voting Members

The two Committee members of the Committee other than the Elected Director shall be individuals with no association or connection to organised ice hockey in Australia and have no active role in ice hockey or in businesses that benefit financially from ice hockey for at least two (2) years prior to becoming a member of the Committee. These two Committee members shall be referred to as the "Independent Committee Members" and will be independent from the Board and management.

The Independent Committee Members shall have the requisite expertise to make a valuable contribution to the Committee.

Additional Committee Members (to a maximum of two) shall be elected as per cl2.4 of this By-law.

Committee Member selection shall take into consideration all of IHA's policies, including but not limited to its Equal Employment Opportunity (EEO) policy.

1.4. Member Rotation

A member of the Committee may not serve as a member of the Committee for more than two (2) years without being re-elected by the Voting Members or by an ordinary resolution of the Directors as applicable under the Constitution.

The Elected Director shall also be reviewed by the Board at every two (2) year anniversary of being a Committee member.

The maximum consecutive term that any person may serve as a member of the Committee is six (6) years.

In order to facilitate a smooth transition and the retention of knowledge and expertise within the Nominations Committee during the first two (2) years of its formation, the Board may opt to appoint one independent Nominations Committee member (cl1.3(a) and cl1.3(c)) for a one (1) year term.

1.5. Chairperson

The Elected Director shall be the Committee Chairperson.

The Committee Chairperson shall chair the meetings of the Committee and set its agendas.

Should the Committee Chairperson be absent from a meeting, the Committee Members present must appoint a Chairperson for that particular meeting.

1.6. Secretary

The Committee shall elect a Secretary from amongst its members. The Secretary role shall be rotated amongst the Committee at regular intervals, but no longer than two (2) years.

1.7. Meetings

The Committee must meet as required, but not less than four (4) times per year. Participants may attend by video conference and/or teleconference.

The Committee Chairperson or any Committee Member may call a meeting of the Committee.

Committee Members shall declare any conflict of interest before the commencement of each meeting.

1.8. Meeting Attendance

Any person may be invited by the Committee Chairperson to attend meetings of the Committee, but not necessarily for the full duration of the meeting.

1.9. Quorum and Voting

A quorum must consist of more than half of the members of the Committee.

The Committee Chairperson shall not have a second or casting vote.

1.10. Minutes

The Committee Secretary or delegate must prepare the minutes of the Committee within seven (7) working days of the meeting.

After the Committee Chairperson has given preliminary approval, the draft minutes are circulated to all Committee members and the other Directors.

All deliberations, notes, minutes and decisions of the Committee are confidential, and the Committee shall not disseminate or disclose any such information to any individual or party, other than to the Board as per this By-law, unless otherwise directed by the Board.

1.11. Education

The Board is responsible for providing new Committee members with an appropriate induction program and ongoing educational opportunities to assist them in their role on the Committee.

1.12. Reviews

The Committee will review at least annually this Committee By-law and recommend to the Board for approval any appropriate amendments.

2. Committee Membership Selection Process

2.1. Elected Director

The Board shall nominate one Elected Director from the elected directors on the Board for the position of Elected Director on the Committee.

If the Elected Director is not re-elected, or resigns or is removed from being a Director, then their position on the Committee shall be automatically terminated. The Board shall then nominate another Elected Director from the remaining elected directors on the Board for the position of Elected Director on the Committee. This nomination shall occur at the first Board meeting following the termination.

The Board shall consider the skills required and criteria to be met in accordance with this By-law when nominating their Elected Director to the Committee.

2.2. Independent Board Elected

At the initial formation of the Nominations Committee, that is, prior to the inaugural independent members elected (cl1.3), the Board shall work with the Committee Chairperson to identify suitable independent members for this membership role.

Following the initial formation of the Nominations Committee, the Committee shall identify suitable independent members for this membership role.

The Committee shall consider the skills required and criteria to be met in accordance with this By-law when nominating and reviewing individuals for this membership.

The Chairperson shall submit a report on suitably identified candidates to the Board for their review and approval. The report shall make every endeavour to present at least two (2) suitable candidates for consideration by the Board.

The Board shall vote on the presented candidates and elect one (1) candidate to take the position of Independent Board Elected member on the Committee. Approval shall be by simple majority. The Committee Chair shall not be permitted to vote to remain impartial to the selection.

2.3. Independent Voting Member Elected

The Committee Chairperson (Elected Director), Independent Board Elected Committee Member and any other Board appointed members if applicable (as per cl2.4) shall canvass both Voting Members and the wider community to nominate independent members for this membership role.

The Committee shall review the eligibility of all nominated candidates as per cl2.6 before compiling a short-list of eligible candidates to be presented to the Voting Members.

The Chairperson shall submit a report on eligible candidates to the Board for submission to the Voting Members for their consideration. The report shall make every endeavour to present at least two (2) eligible candidates for consideration by the Voting Members. The report shall include a brief (one page maximum) personal letter written by each candidate on why they wish to be considered for the role and what they would bring to the role. The Committee shall not make any recommendations on the suitability of any eligible candidate.

The Committee will co-ordinate the Voting Member vote process and may request the assistance of the IHA Executive to assist in this process. The voting process shall be in accordance with the IHA Constitution.

The Voting Members shall vote on the eligible candidates and elect one (1) candidate to take the position of Independent Voting Member Elected member on the Committee. Approval shall be by two thirds (2/3) majority.

2.4. Other Members

The Board at its sole discretion can nominate up to an additional two (2) members for the Committee (in addition to the Elected Director and two Independent Committee Members). These additional members may be selected from the following:

- one Director (Elected or Appointed);
- one person from within the ice hockey community, whom has long-standing involvement in the administration of the sport and the requisite expertise to make a valuable contribution to the Committee; and/or
- one representative from a national sporting organisation such as Sport Australia or the Australian Institute of Sport.

A Director can nominate the inclusion of additional member(s) in the Committee by including the nomination on a Board Meeting Agenda where it will be voted on by the Board. The proposal to include additional member(s) shall be carried by simple majority at a Board meeting. Individual applications for any additional member(s) shall be co-ordinated, reviewed and either recommended or rejected by the Committee. Final approval of any recommendation of additional Committee member(s) shall be ratified by the Board through simple majority voting at a Board Meeting.

2.5. Review of Candidates

The Committee shall review all candidates for suitability. As a guide the following criteria are suggested for consideration:

- the level of seniority in the nominee's workplace;
- previous and other directorial experience;
- the level of further education achieved by the nominee;
- the standing of a nominee in the community;
- qualifications;
- whether the skill set of the nominee complements the skill set of the Board or Committee;
- whether the nominee represents an industry or professional sector that brings balance and diversity to the Board or Committee;
- consideration of their experience as a thought leader and team player;
- any declared or apparent conflict of interest; and
- any other attributes that the Nomination Committee believes will benefit IHA.

The Nomination Committee shall set out its recommendations for any appointment in a report containing:

- a short list of preferred and recommended candidates (Eligible Director/Committee Candidates);

- a long list of all candidates (for Board information only); and
- such other relevant information as the Committee considers appropriate or is reasonable requested by the Board.

2.6. Eligibility of Candidates

In accordance with the Australian Securities & Investments Commission (ASIC) requirements, the Committee shall review all candidates to ensure compliance with the following:

- the candidate must be at least 18 years of age;
- the candidate must consent to taking on the role and responsibilities of a director;
- the candidate is not an undisclosed bankrupt;
- the candidate has not entered into a personal insolvency agreement under the *Bankruptcy Act 1966* and failed to fully comply with the terms of the agreement;
- the candidate has not been banned by ASIC or a Court from managing corporations under the *Corporations Act 2001* (the length of the banning period will be set by ASIC or the Court); and
- the candidate has not been convicted of dishonesty-related offences, such as fraud.

3. Duties and Responsibilities

3.1. Nomination Committee Duties

- a) In assisting the Board in fulfilling their responsibilities, the duties of the Committee are to:
- Establish criteria for the selection of new Directors and Committee members to serve on the Board/Committee.
 - Annually evaluate and analyse skills and knowledge of the Board/Committee and identify skills gaps and recommend actions to address any gaps.
 - Review and make recommendations regarding the composition and size of the Board/Committee in order to ensure the Board/Committee has the requisite expertise and its membership consists of persons with sufficiently diverse and independent backgrounds to assist in the achievement of IHA's mission, vision and goals.
 - Research and identify for the Board/Committee appropriate candidates for consideration as Directors or Committee Members, as part of succession planning. In identifying candidates for membership on the Board/Committee, the Committee may take into account all factors it considers appropriate, which may include strength of character, mature judgment, career specialisation, relevant technical skills, diversity, and the extent to which the candidate would fill a present need on the Board/Committee.
 - Review and assess nominees for director positions or members on the Board/Committee.

- Recommend that the Board fill Appointed Director positions or casual vacancies with candidates identified by this Committee.
 - Recommend to the Members that they elect candidates identified by this Committee at Board elections.
 - Review and make recommendations to the full Board whether Directors should stand for re-election and consider matters relating to the retirement of Directors, including enforcing term limits.
 - Conduct all necessary and appropriate inquiries into the backgrounds and qualifications of possible candidates.
 - Consider questions of independence and possible conflicts of interest of Directors and Committee Members.
- b) Co-ordinate Performance Reviews:
- Oversee the performance evaluation process of the Board (including the President, Vice President and Directors) and Committees.
 - Conduct or organise annual review of the Board's performance against the Strategic Plan and Board By-law, and present findings to the Board.
 - Annually review and assess each other Board committee performance against that committee's objectives, and present findings to the Board.
- c) Co-ordinate Training and Education:
- Ensure timely and relevant induction training for new directors and committee members.
 - Recommend any relevant continuing professional development for Board and Committee members.

3.2. Board Requests

Perform any other duty or undertaking that the Board may request from time to time.

3.3. Reporting

The Committee Chairperson will report to the Board on the Committee meetings regarding all relevant matters and appropriate recommendations in a written report (with supporting material) for noting or approval by the Board.

3.4. Consistency with Constitution

This By-Law may be amended by the Board from time to time subject to the requirements of the Constitution and the law. Whilst this By-Law does not form part of the Constitution, this By-Law (as in force from time to time) is nevertheless binding on the Committee and each of the Committee members.

To the extent that there is any inconsistency between this Charter and the Constitution, the Constitution will prevail.

4. Nominations Committee Annual Agenda

Structure and Skills	Scheduled meetings			
	Q1	Q2	Q3	Q4
Review Nominations Committee By-law and Annual Agenda				
Establish number of meetings for forthcoming year				
Chairperson to establish meeting agenda and required attendees				
Perform an evaluation assessment on the Committee's and individual Member's performance				
Board Composition and Succession Plan For Directors				
Skill gaps review				
Possible candidates identified				
Performance Review				
Establish evaluation process				
Conduct evaluation				
Training				
Review induction process				
Review Director education needs				
Reporting				
Maintain minutes and report to the Board				

Document Control Register:

Revision	Description	Approved By	Date
Draft v1	Draft By-law reviewed by IHA Board (issued 3-Dec-20)	IHA Board	2-Feb-21
V1	Review comments & edits to draft included	IHA Board	11-Feb-21
V1.1	Minor edits included after Board review of draft	IHA Board	8-Mar-21
V1.2	Minor edits to cl1.6, cl2.3 & 2.5 and addition of cl2.6	IHA Board	19-Apr-21