



Bocce Australia Limited (CLG) – ABN 24 703 226 127

Nominations Committee Charter

The purpose of this charter is to clearly outline the role of the Nominations Committee and powers delegated to the committee by the Board to perform its role. The Nominations Committee is responsible for overseeing and monitoring board performance, succession planning, director elections and appointments, director development and the company's diversity policy. It may also have oversight of the CEO and senior executive performance, succession planning and recruitment.

1. Charter

- 1.1. The Nominations Committee (**Committee**) is a committee of the Bocce Australia Board (**Board**).
- 1.2. This charter serves as the official document outlining the roles, responsibilities, composition and operational procedures of the Committee ("Charter")
- 1.3. This charter is enforced as per the relevant provision Section 20 Committees in the Constitution.
- 1.4. The Board at their discretion may request the Nominations Committee to provide guidance as to the suitability of directors for the role of the Chair/Deputy Chair based on the Board Skills matrix; and furthermore, seek Nominations Committee involvement should candidate interviews be required.

2. Purpose and Authority

- 2.1. The purpose of the Committee is to:
 - 2.1.1. ensure strong governance frameworks and accountability mechanisms at Bocce Australia providing an environment where the Board can conduct effective and responsible decision-making and oversight.
 - 2.1.2. identify candidates to fill Director vacancies (including casual vacancies) and assess all nominees for Director vacancies including the power, in accordance with the Constitution, to determine that a nomination is unsuitable for consideration by the Company, the Directors or the Members.
 - 2.1.3. assist the Board in relation to remuneration matters, senior executive succession (including for the Chief Executive Officer), people, culture and conduct, diversity and athlete wellbeing and engagement.

3. Role of the Committee

- 3.1. The Board has authorised the Committee, within the scope of their duties and responsibilities set out in this Charter to:
 - 3.1.1. manage the process to identify, nominate and select Director candidates and recommend preferred nominees for appointment or election to the Board.
 - 3.1.2. review and understand the Director Success Profile and Interview Guide and how they apply in the identification and selection of Directors.
 - 3.1.3. identify and evaluate CEO candidates and recommend preferred candidates for appointment by the Board and lead the Board in its annual review of the CEO's performance.
 - 3.1.4. ensure that the remuneration policies are reasonable and fair and have an adequate focus on welfare and wellbeing.
 - 3.1.5. perform other such functions as the Board may from time to time assign to the Committee.



4. Responsibilities of the Committee

In assisting the Board in fulfilling its responsibilities, the duties of the Committee shall be to:

4.1. Board Nominees and Succession

- 4.1.1. develop a board skills and diversity matrix setting out the mix of skills, expertise, experience, diversity and personal attributes that the Board should look to achieve in its membership (in line with the Director Success Profile)
- 4.1.2. based upon the matrix, identify the particular skills, attributes and experiences required by the Board.
- 4.1.3. develop a process to undertake a call for nominations that ensures nominees are aware of the identified skill sets required to contribute to the Board as per the matrix.
- 4.1.4. receive and review all nominations for all Board Director positions, organise communication with all nominees for Board Director positions, set up and conduct interviews as appropriate.
- 4.1.5. assess nominees against the Bocce Australia skill priorities and requirements (including culture fit) and undertake reference checking as required. The Committee has the power to determine that any nomination is unsuitable for further consideration by the Company, the Directors or the Members.
- 4.1.6. finalise its recommendations and inform the relevant stakeholders.
- 4.1.7. ensure succession planning for the Board to maintain appropriate skill and diversity whilst minimising business disruption.
- 4.1.8. develop and oversee a robust and effective process to assess and review Director's inductions, performance and development.

4.2. CEO and Senior Management

- 4.2.1. identify and evaluate CEO candidates and recommend preferred candidates for appointment by the Board.
- 4.2.2. lead the Board in its annual review of the CEO's performance.
- 4.2.3. as required, provide guidance to the CEO in relation to the skills, expertise, experience, diversity and independence of the senior management.
- 4.2.4. ensure succession planning for the key management roles to maintain appropriate skill and diversity mix of the key management roles whilst minimising business disruption.

4.3. Remuneration

- 4.3.1. Ensure that the remuneration policies are reasonable and fair and have an adequate focus on athlete welfare and wellbeing.

5. Membership

- 5.1. The Committee shall comprise of three (3) members. That being:
 - 5.1.1. An independent chair appointed by the Board.
 - 5.1.2. A Director chosen by the Board.
 - 5.1.3. A representative nominated by the Voting Members
- 5.2. Membership of the Committee should align with the National Gender Equity in Sports Governance Policy of having at least 50% women and/or gender diverse members.
- 5.3. Members of the Committee will be appointed by the Board for a term to be determined by the Board, subject to a maximum term limit that must not exceed nine years.
- 5.4. The Chair of the Committee will be appointed by the Board from time to time.



6. Meeting Proceedings

- 6.1. The Committee will meet at least no less than three times each year, and as often as it deems necessary or appropriate to perform its obligations under this Charter. A meeting may be conducted either in person or virtually.
- 6.2. Committee members must declare any conflicts of interest at each meeting in line with the Bocce Australia conflict of interest policy.
- 6.3. The Committee may invite other people to attend meetings as it sees fit, and consult with other people, or seek any information it considers necessary to fulfil its obligations under this Charter.
- 6.4. The Committee may from time to time create working groups, each of which will report to the Committee.
- 6.5. The Committee Chair, or a delegate, will report to the Board following each meeting of the Committee.
- 6.6. The report to the Board will be a comprehensive report to:
 - 6.6.1. ensure the Board has insight into the key issues discussed by, and the decisions of, the Committee.
 - 6.6.2. facilitate Board awareness and confirm all obligations delegated to the Committee have been fulfilled.
 - 6.6.3. assist in the periodic review of the Committee's performance.
- 6.7. The report to the Board will include recommendations on any specific decisions or actions the Board should consider including changes to this Charter.

7. Charter Terms

- 7.1. The Committee will review the Charter annually to ensure it is fit for purpose and meets the needs of Bocce Australia and the Committee.
- 7.2. Any amendments to the Charter must be approved by the Board.



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