

GDV NOMINATIONS COMMITTEE CHARTER

Effective Date

October 2018

1. Purpose

The Nominations Committee (the Committee) is a standing sub-committee of the Board of the Guide Dogs Victoria (the Board). The Committee has been established to assist the Board in ensuring that Guide Dogs Victoria (GDV):

- has a Board of an effective composition, size and commitment to adequately discharge its responsibilities and duties and to bring transparency, focus and independent judgment to decisions regarding the composition of the Board;
- has a Board skills matrix setting out the mix of skills and diversity that the Board currently has or is looking to achieve in its membership;
- has a Board which reviews its own performance and that of its Committees and subsidiary Boards from time to time, with a view to achieving and maintaining an appropriate level of performance;
- has developed and implemented corporate governance policies, practices and procedures that reflect appropriate standards with respect to corporate governance; and
- monitors, maintains and amends, when necessary, its corporate governance policies, practices and procedures

The Committee is responsible for reporting to the Board on all relevant matters relating to this Charter to enable the Board to take any necessary decisions and/or actions. The Committee may also be required to provide advice to the Board on specific matters that the Board has referred to it for consideration and advice.

2. Composition

The Committee will consist of up to 4 members of the Board. The Board will appoint the Committee members and the Committee chair. Management will be invited to meetings on an as needs basis.



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3. Meetings

- The Committee will meet at least once a year, and has authority to convene additional meeting, as circumstances require
- Committee members are expected to attend each meeting
- There is a standing invitation for other Directors to attend the Committee meetings
- A quorum of any meeting is 2 members
- The Committee can invite members of management and any other persons deemed appropriate to attend meetings and provide pertinent information
- The Committee Chair may devote time in any agenda for the purpose of confidential open discussion with members of the Committee
- Management will arrange for a member of staff to fulfil the role of secretary
- Meeting agendas will be prepared and provided 1 week in advance to members, along with appropriate briefing materials
- Minutes will be distributed to members within 1 week after the meeting
- At a subsequent meeting, the minutes should be checked and endorsed by the Committee, and signed by the chair as an accurate record of the meeting.

4. Reporting requirements

The minutes of the Committee meetings are to be included in the agenda of the next available Board meeting, and the Committee chair will brief the Board on all significant matters discussed at the Committee meetings.

5. Evaluating the Committee

The Committee will:

- Evaluate its performance on an annual basis
- Obtain feedback from the Board on the Committee's effectiveness
- Review the Nominations Charter at least every three years and discuss any required changes with the Board and ensure that the Charter is approved or re-approved by the Board.

6. Authority

In discharging its responsibilities under this Charter, the Committee has authority to:

- Seek through the CEO any information it requires from any staff member-all of whom are directed to co-operate with the Committee's requests
- Obtain external professional advice it considers appropriate or necessary in order for it to properly carry out its functions subject to obtaining the prior approval of the Board or the chair of the Board
- Make recommendations to the board.

The Committee has authority to conduct or authorise investigations into any matters within its scope of responsibilities under this Charter.

7. Nominations

The responsibilities of the Nominations Committee are:

- identifying and recommending to the Board, nominees for membership of the Board;
- being responsible for, and disclosing, a Board Skills Matrix setting out the mix of skills and diversity that the Board currently has or is looking to achieve in its membership;
- identifying and assessing the necessary and desirable competencies and characteristics for Board membership, including:
- skills, expertise and background that add to and complement the range of skills, expertise and background of the existing Directors;
 - diversity; and
 - the extent to which the candidate would fill a present need on the Board.
- establishing processes for identifying suitable candidates for appointment to the Board to ensure an appropriate mix of expertise, experience and succession;
- ensuring that the GDV:
 - develops and discloses a Board appointment process, which includes selection criteria having regard to the skills and experience and the selection process for senior management positions;

- undertakes appropriate checks before putting forward or appointing a candidate as a Director, including checks as to a candidate's character, expertise, education, criminal record and bankruptcy history;
- has a written agreement with each Director and the Chief Executive Officer setting out the terms of his or her engagement;
- has, and discloses, a process for periodically evaluating the performance of the Board and its Committees;
- has, and discloses, a summary of the main features of a program for inducting new Directors and provides appropriate professional development opportunities for continuing Directors to develop and maintain the skills and knowledge needed to perform their role as Directors effectively;
- ensuring succession plans for Board members are in place;
- recommending the removal of Directors to the Board; and
- any other responsibilities as determined by the Nominations Committee or the Board from time to time.

8. Performance

The responsibilities of the Nominations Committee are:

- establishing processes for evaluating the performance of the Board, both collectively and individually;
- evaluating the performance of the Board;
- reviewing whether the Directors as a group have the skills, knowledge and familiarity with the GDV and its operating environment required to fulfil their role on the Board and on Board Committees effectively and, where any gaps are identified, considering what training or development could be undertaken to fill those gaps;
- regularly assessing the independence of Directors;
- evaluating the performance of Directors before they stand for re-election; and
- any other responsibilities as determined by the Nominations Committee or the Board from time to time.



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Members of the Nominations Committee must not participate in any review or assessment of their own performance.

After consulting with the other Directors, the Nominations Committee will arrange for a suitable non-executive Director to conduct a performance evaluation of the Chair and other Committee Members.