

## Governance and Nominations Committee - Terms of Reference

**Date of Issue:** 13 August 2024

## Governance and Nominations Committee - Terms of Reference

<b>Name of Document</b>	Governance and Nominations Committee - Terms of Reference	
<b>Description</b>	The role of the Committee is to assist the Board by overseeing the Governance and Nominations processes of ANMAC. The responsibilities, membership and operations of the Committee are set out in these Terms of Reference.	
<b>Category</b>	Governance and Nominations Committee	
<b>Audience</b>	ANMAC Committee Members and Directors	
<b>Status</b>	Existing	
<b>Last Revised</b>	August 2024	
<b>Next Review</b>	August 2025	
<b>Amendment</b>	<ul style="list-style-type: none"> <li>Ensuring the Committee membership aligns with current requirements.</li> <li>Making leave of absence requirements consistent across the Board and all committees.</li> </ul>	
<b>Version Control</b>	1.3	

<b>Endorsed by</b>	Governance and Nominations Committee	Date: 13 August 2024
<b>Responsible Officer</b>	Company Secretary & CEO	
<b>Author</b>	Company Secretary & CEO	

## 1. Purpose

The Governance and Nominations Committee (the “Committee”) is established by the Australian Nursing and Midwifery Accreditation Council Limited (ACN 143 879 396) (**ANMAC**) Board (“the Board”) under clause 44 of the Constitution of ANMAC to assist the Board in fulfilling its oversight responsibilities relating to corporate governance, board composition, and nomination processes.

## 2. Responsibilities and Duties

### 2.1 Corporate Governance:

- a) Review and recommend changes to the organisation's governing documents, including the Constitution and Board Governance Charter, as necessary.
- b) Monitor compliance with the organisation's governing documents, policies, and applicable laws and regulations.

### 2.2 Nomination Process:

- a) Develop and recommend to the Board, criteria for the selection of directors, including skills, experience, independence, and diversity in alignment with the Board Skills Matrix.
- b) Identify and recommend candidates for appointment to the Board, ensuring a robust process for selecting qualified individuals in accordance with the Director selection process under the Board Governance Charter.
- c) Oversee the orientation and onboarding process for new directors.

### 2.3 Board Evaluation and Development:

- a) Oversee the Board and committee evaluation processes, and recommend improvements as needed.
- b) Recommend to the Board any changes to improve the effectiveness of the Board and its committees.
- c) Review and recommend Board Professional Development plan and continuing education programs to enhance board effectiveness.

### 2.4 Succession Planning:

- a) Develop and maintain a succession plan for key executive positions, including the CEO, and periodically review and update the plan as necessary.
- b) Assess the skills, experience, and diversity needed for effective board and identify potential candidates for leadership positions.

### 2.5 Other Responsibilities:

- a) Perform any other duties or responsibilities delegated to the Committee by the Board from time to time.

## 3. Structure and Composition

### 3.1 Membership

The minimum number of members is two (2) and the maximum number is five (5).

### 3.2 Expertise

At least one member of the Governance and Nominations Committee must be able to demonstrate a significant understanding of best practice corporate governance as relevant to ANMAC.

### **3.3 Appointment**

The Board appoints, replaces or removes members to and from the Governance and Nominations Committee and reviews the composition of the Committee at least annually.

### **3.4 Chair**

The Chair of the Governance and Nominations Committee is appointed by the Board. The Board reviews the appointment of the Chair annually or as required from time to time.

## **4. Operation of the Committee**

### **4.1 Secretariat support**

Secretariat support to the Governance and Nominations Committee is provided by the Company Secretary. All records of the Committee, including the agendas, minutes and all reports and recommendations, are prepared and kept by the Office of the CEO.

### **4.2 Frequency of meetings**

The Governance and Nominations Committee may meet as frequently as necessary to undertake its role effectively and, in any event, at least four times per year face-to-face or by video or teleconference or out-of-session.

### **4.3 Out of session resolutions**

The Committee may pass a resolution without a meeting being held if a majority of the total number of members sign a document containing a statement that they are in favour of the resolution set out in that document.

### **4.4 Notice for meetings**

The Chair of the Governance and Nominations Committee may call a meeting of the Committee if required by any Committee member, the Chair of the Board, the CEO, or any member of the Board. A notice of each meeting confirming the date, time, venue and agenda will be provided to each member of the Committee as soon as practicable prior to the meeting date. Committee meetings may be held using any technology consented to by Committee members.

### **4.5 Agenda and minutes**

The Company Secretary will coordinate with the Chair of the Governance and Nominations Committee to draft and prepare the agenda for the Committee meeting and ensure that the minutes of the meeting are promptly drafted and distributed to Committee members as soon as practicable after each meeting.

### **4.6 Attendees**

Members of the Governance and Nominations Committee are required to attend all Committee meetings. Any Director of the Board and any invitee of the Committee may attend and speak at a committee meeting. The CEO and the Company Secretary attend all Committee meetings. If a committee member cannot attend a meeting, either in person or by electronic means, they are required to advise the Chair or Company Secretary for leave of absence prior to the meeting. The Committee may, on application of a committee member, grant that member approval for leave of absence from the

committee, for a period determined by the Committee Chair. If an absence is likely to extend for three (3) consecutive meetings without leave of absence, the Committee recommends the Board to resolve that the Committee Member should cease to be a member.

#### **4.7 Quorum for meetings**

The quorum for the Committee shall be no less than two members of the Committee.

#### **4.8 Committee member interests**

Members of the Governance and Nominations Committee must not participate in discussions and must not vote on any issues in respect of which there is an actual or perceived conflict of interest. The Committee will determine the appropriate way to manage the conflict and record their decision in the minutes of the meeting.

#### **4.9 Formal mechanisms for reporting key matters to the Board**

The approved minutes of the Governance and Nominations Committee meetings are included in the papers for the next Board meeting. The Chair of the Committee will report any findings and recommendations of the Committee to the Board after each Committee meeting or as appropriate.

### **5. Review of the Committee**

The Governance and Nominations Committee will perform an annual review of its performance and the Terms of Reference for the Committee. Following any review, the Committee may make recommendations to the Board, as necessary. The Board will evaluate the performance of the Committee as required.