

Connect: Inner West Community Transport Group Inc

Board Nominations sub-committee

Terms of Reference

1.0 Objectives

The Board of Connect: Inner West Community Transport Group Inc ('Connect') has resolved to establish a sub - committee of the Board to be known as the Nominations Committee and reserves the authority to appoint or remove the Nominations Committee Chair or any of its members.

The primary objective of the Nominations Committee is to assist the Board in fulfilling its responsibilities with regard to:

- a) The appointment of Connect Board members to fill specific skills-based roles or to represent a particular consistency;
- b) The appointment of Board members to fill a casual vacancy;
- c) Other matters delegated by the Board.

2.0 Authority

The Nominations Committee is authorised, within the scope of its responsibilities, to:

- 1) Seek information it requires from the General Manager of Connect;
- 2) If required, obtain independent professional advice or assistance at the reasonable expense of Connect. Unless a conflict exists or to do so would be inconsistent with the Nominations Committee duties, the Nominations Committee is to request such information, professional advice or assistance under this clause through the General Manager.

3.0 Membership

- 1) The Nominations Committee is to consist of no more than three members of the Board;
- 2) The Chair of Connect shall be the *ex officio* Chair of the Nominations Committee;
- 3) Nominations Committee ordinary members shall be appointed by the Board of Connect;
- 4) The Nominations Committee may invite other persons to attend its meetings as required.

4.0 Meetings

- 1) The Nominations Committee shall meet on an ad hoc basis. The Chair shall determine the procedure for meetings of the Nominations Committee;
- 2) A quorum shall consist of two members,
- 3) Decisions of the Nominations Committee shall be by a simple of majority;

- 4) Where a decision is being made by email communication rather than a face-to-face meeting, the Chair must demonstrate that he or she has made a reasonable attempt to contact all members.

5.0 Organisation and support

- 1) The General Manager, or a delegate nominated by the General Manager, will be responsible for providing Secretariat support including minutes or other such records for the Nominations Committee;
- 2) All activities and recommendations from the Nominations Committee will be brought to the Board of Connect in a timely manner.

6.0 Duties and responsibilities

The Nomination Committee will:

- 1) Review and advise the Board on the composition of the Board and any Board sub-committee;
- 2) Assess the necessary and desirable competencies of directors and advise the Board as appropriate;
- 3) Advise the Board on the appropriate mix of Directors' competencies to enable the Board to discharge its responsibilities effectively;
- 4) Oversee Director induction and general governance training and development in conjunction with the Executive Officer.
- 5) Where a Director/s or the General Manager forms a view that a Board sub-committee is operating outside of its approved Terms of Reference, then the Director/s or the General Manager may bring this to the attention of the full Board.

7.0 Reporting

- 1) All recommendations of the Nominations Committee are to be referred to the Board for approval;
- 2) The Chair of the Nominations Committee may report to the Board verbally or in writing as appropriate.

Approved as amended 19 November 2018 (updated position titles on 3 January 2023)