



## **RSL WA NOMINATIONS COMMITTEE – TERMS OF REFERENCE**

*This document is informed by the Australian Charities & Not-for-profit Commission (ACNC) and the Australian Institute of Company Directors (AICD).*

### **Introduction**

The Nominations Committee is a committee that acts as part of an organisation's corporate governance. The Nominations Committee will evaluate and examine the skills and characteristics needed in candidates for the Board of Directors or candidates for Board Sub-Committees. It includes the identification of suitable candidates who express an interest in being elected or appointed State President, and/or other Board positions/committees.

The Nominations Committee will also support the search for a Chief Executive Officer

### **Objectives**

The objectives of the Nominations Committee are to:

- determine the pipeline of nominees for election to the Board and relevant Board Committees; and,
- identify and recommend candidates to fill vacancies occurring at State Congress or casual vacancies.

### **Responsibilities**

The Nominations Committee's responsibilities are to determine that an appropriate and transparent process is in place for the effective succession planning and renewal for the Board and Board Committees, including:

- a) Annually evaluate and report to the Board on the performance and effectiveness of the Board and its Committees. Every second year, this activity will be undertaken by an independent and suitably qualified consultant.
- b) Present recommended applicants for election to the Board and for appointment to Board Sub-Committees,
- c) Provide guidance to the Board on the role and capabilities required of Directors and other members of Board Sub-Committees;
- d) Before recommending an incumbent, replacement or additional director, review their qualifications and experience (including capability, availability to serve, independence and other relevant factors (including appropriate background checks));
- e) Lead the recruitment of candidates for the Board or Board Sub-Committees with a view to achieving an appropriate balance of skills, knowledge, experience, independence and diversity of experience to discharge the Board's duties and responsibilities, and maintaining a board skills matrix to assist the Committee with this purpose;



- f) Annually review the composition of each Board Sub-Committee and present recommendations for Board Committee memberships to the Board
- g) Develop and periodically review and recommend to the Board appropriate revisions to RSL WA's corporate governance framework as applicable to the Board Committee objectives and responsibilities;
- h) Monitor compliance with RSL WA's corporate governance policy to the extent such policies are applicable to the Board and Board Committee objectives and responsibilities; and
- i) Examine any other matters referred to it by the Board. The Committee will act in accordance with any protocol approved by the Board from time to time as being applicable to the Committee's objectives, responsibilities, composition or administration.

## Membership

- The Nominations Committee comprises at least three members:
- One Trustee of the Board.
- Two independent members.

The State President or their representative is able to attend any committee meeting as ex-officio

4. Chair of the Trustee's, Philip Orchard AM, AFNI CMDR, RAN Ret'd will remain Chair until 27 June 2026 when Phillip White AM RFD, BA, GRAD DIP ED, MED(MAN), psc(r) will assume the role of Chair.
5. The current Nominations Committee consists of those mentioned below:
  - Chair
  - Doug Simpson JP - Trustee
  - John Rolfe – Trustee
  - One current Director.

A quorum is any two members of the committee.

6. The responsibilities of the Nominations Committee covers many areas. When recruiting new Directors the interview panel will consist of the Chair plus one Trustee and one Director. For committee members recruitment the Chair of the Nominations Committee, one trustee and the Chair of the committee seeking recruitment will form the panel.
7. The Nominations Committee may invite other people to attend its meetings, as it considers necessary, and from time to time request presentations from internal and external advisers at its meetings.
8. The Secretary of the Nominations Committee is the CEO, if available, or another person nominated by the Chair.



## **Meetings**

- Meetings are held not less than once a year, and special meetings may be convened as required (in person or online). The Secretary is responsible for a suitable member of staff to take the minutes of the proceedings of all Nominations Committee meetings.

## **Delegations of authority**

The Board delegates authority to the Nominations Committee within the scope of its responsibilities to:

- Seek any information it requires from any employee or external party;
- Obtain outside legal or other independent professional advice (within resource constraints)
- Request the attendance of any external party with relevant experience and expertise.

## **Reporting**

The Nominations Committee shall report to the Board as necessary after each meeting.

## **Review**

The Nominations Committee is to annually review its composition and ToR and recommend any changes to the Board. It may review its ToR at other times deemed necessary for consideration by the Board.

The Board is to annually review the composition of the Nominations Committee and approve its ToR and membership.

**Dated 7 April 2026**

**Revision date 1 August 2026**