



AusCycling – Nominations & People Committee Charter

1. Charter

- 1.1. The Nomination & People Committee ('**Committee**') is a committee of the AusCycling Board ('**Board**').
- 1.2. This charter is the written charter of the Committee and sets out the role and responsibilities, composition and operation of the Committee ("**Charter**")

2. Role and Responsibilities

2.1. The Committee will:

- 2.1.1 develop a board skills matrix setting out the mix of skills, expertise, experience, diversity (including geographic diversity) and personal attributes that the Board should look to achieve in its membership;
- 2.1.2 develop a process to undertake a call for nominations that ensures nominees are made aware of the identified skill sets required to contribute to the Board as per the AusCycling Skills Matrix
- 2.1.3 Receive and review nominations for all Board Director Positions.
- 2.1.4 Organises communication with all nominees, and sets up and conducts interviews with those deemed most appropriate
- 2.1.5 assess interviewees versus AusCycling skill priorities and requirements (including culture fit) and undertakes reference checking as required
- 2.1.6 finalise its recommendations and inform the relevant stakeholders.
- 2.1.7 as required, evaluate and analyse the skills, expertise, experience, diversity and independence of the directors of the Board and the CEO of AusCycling and make recommendations to the Board regarding appointments, retirements and terms of office;
- 2.1.8 as required, provide guidance to the CEO in relation in relation to the skills, expertise, experience, diversity and independence of the senior management of AusCycling



- 2.1.9 ensure proper succession planning for the Board and key executives;
- 2.1.10 manage the process to identify, nominate and select director candidates and recommend preferred nominees for appointment or election to the Board;
- 2.1.11 identify and evaluate CEO candidates and recommend preferred candidates for appointment by the Board;
- 2.1.12 manage a robust and effective process to assess and review director's inductions, performance and development;
- 2.1.13 manage a robust and effective process to assess and review director's inductions, performance and development;
- 2.1.14 lead the Board in its annual review of the Board's performance;
- 2.1.15 lead the Board in its annual review of the CEO's performance; and
- 2.1.16 perform other such other functions as the Board may from time to time assign to the Committee.

3. Composition and Operation

- 3.1. The Committee will consist of at least four members
- 3.2. For the first three years of the Committee's operation the members of the Committee will include:
 - 3.2.1. at least one member from each of the disciplines of BMX, mountain bike, and road and track cycling; and
 - 3.2.2. one independent member who has the skills and experience to make a valuable contribution to the Committee.
- 3.3. Following the first three years of the Committee's operation the members of the Committee will be appointed by the Board, and will include one independent member who has the skills and experience to make a valuable contribution to the Committee.



- 3.4. 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.
- 3.5. The Chair of the Committee will be appointed by the Board from time to time.
- 3.6. A quorum must consist of one more than half the number of members of the Committee.
- 3.7. The Chair and Committee members will be appointed by the Board and may be removed by the Board at any time.
- 3.8. The Committee will recommend nominees for appointment to the Committee from time to time and as vacancies or newly created positions occur.
- 3.9. The Committee will meet at least twice 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 electronically.
- 3.10. 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.
- 3.11. The Committee may from time to time create working groups, each of which will report to the Committee.
- 3.12. The Committee will review the Charter annually to ensure that it meets best practice standards for corporate governance and the needs of AusCycling and the Committee.

4. Reports

- 4.1. The Committee Chair, or a delegate, will report to the Board following each meeting of the Committee.
- 4.2. The report to the Board will be a comprehensive report in order to:
 - 4.2.1. ensure the Board has insight into the key issues discussed by, and the decisions of, the Committee;



- 4.2.2. facilitate Board awareness and confirm all obligations delegated to the Committee have been fulfilled; and
- 4.2.3. assist in the periodic review of the Committee's performance.
- 4.3. The report to the Board will include recommendations on any specific decisions or actions the Board should consider including changes to this Charter.
- 4.4. Any amendments to the Charter are to be approved by the Board.

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