



New South Wales Touch Association

Board Nomination Charter

September 2024
Version 2.0

DOCUMENT CONTROL INFORMATION

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Version	Date	Author	Description of changes
1.0	30/08/22	Dean Russell	Original document creation
2.0	01/09/24	Mark Hearnden, Anthony Dudeck, Dean Russell	Full document review

DOCUMENT REVIEW AND SIGN OFF REQUIREMENTS

Name	Role	Review Required?	Endorsement Required?
Dean Russell	NSWTA General Manager	Yes	No
Directors	NSWTA Board	Yes	Yes

NOMINATIONS COMMITTEE (NC)

1. AUTHORITY

This document:

- (a) outlines the guidelines to form a Nominations Committee (NC) to consider and determine appropriate candidates to be put forward for consideration as an Interested Director (Director) under the New South Wales Touch Association (NSWTA) Constitution;
- (b) sets out the purpose, objectives and functional processes of the NC; and
- (c) is subject to the NSWTA Constitution.

2. PURPOSE

The purpose of the NC is to review and advise the Board of NSWTA (Board) candidates who have met the criteria and are considered eligible for election to the Board.

The candidate is not eligible to stand for election as a Director at the next general meeting unless approved by the NC.

A decision made by the NC under this authority is final and not subject to challenge, unless new information is obtained to deem the candidate ineligible.

This NSWTA Board Nomination Charter (Charter) details how the NC is established and how it will operate. If this Charter is considered not sufficiently detailed for the NC, the NC must refer all questions of interpretation, clarification or amplification to the Board.

3. ROLE

The role of the NC is to:

- (a) review and evaluate candidates for election or appointment to the Board based on criteria approved by the Board; and
- (b) periodically as instructed by the Board assess specific skills of candidates as identified via the approved Board skills matrix.

4. TERM OF OFFICE

Members of the NC shall be appointed by the Board for a defined period.

5. COMPOSITION OF THE NC

The NC shall comprise of three members, as follows:

- (a) a current Director not seeking election at the next general meeting;
- (b) a former Director, NSWTA Life Member or current Regional Director; and
- (c) a suitable independent person appointed by the Board.

6. APPOINTMENT OF THE NC

The NC shall be appointed by the Board. The Board must appoint a NC chair who may not be a current Director.

7. CANDIDATE CONSIDERATION

A candidate is not eligible to stand for election as a Director at the next general meeting unless approved by the NC.

7.1 The NC must consider each candidate who has been verified by NSWTA in the following areas:

- (a) is a current NSWTA member;
- (b) is considered to be financial by NSWTA; and
- (c) has not been subject to a NSWTA endorsed suspension of greater than 21 days.

7.2 Each candidate will be assessed against Board approved criteria and must possess each of the following core competencies:

- (a) demonstrated leadership;
- (b) demonstrated commitment to strong governance principles and an understanding and appreciation of the duties and responsibilities of the role of Director, as evidenced by membership of the Australian Institute of Company Directors (AICD) or relevant education or experience serving on or working with other Boards of Directors;
- (c) a commitment to and record of ethical behaviour including not having been the subject of an adverse finding or the current subject of an inquiry or investigation by any statutory, regulatory or law enforcement authority or agency including any Touch related disciplinary body relating to any serious ethical matter; and
- (d) the skills identified by the Board as essential criteria for the Director role nominated for.

7.3 Each candidate must possess at least one of the following competencies:

- (a) legal qualifications (LLB or equivalent);
- (b) accounting/finance qualifications (CA, CPA, CFA or equivalent);
- (c) commercial, marketing, communications, government relations or public relations experience at a senior level;
- (d) Touch administration experience through serving at affiliate, region or state level;
- (e) knowledge or experience of elite Touch through experience as a player, coach, referee or official at any level;
- (f) business experience and/or qualifications (MBA or senior management experience);
- (g) experience in Board directorship; or
- (h) otherwise possesses skills, expertise or experience the NC considers to be appropriate.

7.4 Each candidate will additionally be assessed on the following:

- (a) whether the candidate is free from any interest or any relationship in the past or present which could, or could reasonably be perceived to, materially interfere with the nominee's ability to act in the best interests of NSWTA; and
- (b) the NSWTA Board Skills Matrix, whereby the skills matrix sets out the skills required by the Board and indicates a minimum number of Directors who should possess that skill or experience. As the membership of the Board is elected over a three-year cycle, this allows for the skills matrix to be applied to each vacancy. The required skills mix on the Board will change over time, depending on circumstances and the strategic direction of the NSWTA. The Board will revise the skills matrix periodically.

8. INITIAL NOMINATION PROCESS

- (a) The NC does not manage the candidate information or initial nomination process.
- (b) NSWTA will advertise for Directors.
- (c) Nominations from potential candidates should be submitted to a designated administrative point of contact within NSWTA, before being registered and formally acknowledged by the NSWTA office.
- (d) Queries from potential candidates regarding the NC process or potential eligibility should be directed by email to the NSWTA office.

9. FUNCTIONING OF THE NC

The NC will meet as required or as directed by the NC chair to undertake the following process in order to review and advise the Board of candidates who have met the criteria and are considered eligible for election to the Board. The NC will:

- (a) report to the Board through the NC chair;
- (b) require a quorum of all three (3) members of the NC present when meeting;
- (c) based on information contained within the candidate nomination document, evaluate whether or not the candidate(s) meet the approved criteria and are considered eligible for election to the Board;
- (d) in its absolute discretion request further candidate information through the General Manager and/or Board;
- (e) in its absolute discretion and acting in good faith, approve or object the candidate's eligibility for election as a Director;
- (f) provide through the NC chair, a written report to the General Manager and Board with an assessment of each candidate including the reasons for its decision;
- (g) treat all information obtained by the NC and all deliberations and records of deliberations as confidential by the NC, except for information required for the written report.

10. REMUNERATION

NC members are entitled to remuneration including reimbursement of reasonable expenses associated with the duties of the role. The remuneration amount is to be set by the Board.