

Sydney Gay and Lesbian Mardi Gras People and Nominations Committee Charter

Date: 25 May 2021

Version 2.0

Amendment Process

This is a 'live' document and is to be reviewed regularly.

This Charter will be amended by re-issue only. Copy numbers are not used.

Approved versions of this Charter will be designated and identified with a numerical designator commencing at '1' (e.g. v1.0).

Draft versions will be denoted by a change to the number following the decimal point (e.g. 1.1, 1.2).

Revision History		
Revision	Date	Comments
0.1	14 June 2020	Initial Draft
1.0	13 July 2020	Reviewed
1.1	30 July 2020	Additional Review
1.2	10 August 2020	Additional Review
1.3	30 April 2021	PAN Committee Review
2.0	25 May 2021	Board Approval

1. Purpose

The People and Nominations Committee (the Committee) is an advisory committee of the Board of Directors of Sydney Gay and Lesbian Mardi Gras (SGLMG) (the Board). The Committee has been established under clause 12.1 of SGLMG's Constitution and performs functions delegated to it by the Board.

These functions as outlined in section 3 include: Executive appointment and effectiveness, Board (vacant positions) and Committee appointments and effectiveness, Company structure and reward matters.

It will also develop policies and processes in relation to appointment, carry out or implement processes as relevant to the committee, assist in the development of charters and related committee resources and monitor the effectiveness of the Board and its Committees.

The Board will be asked to review and consider recommendations made by the Committee.

2. Members and Attendees

The People and Nominations Committee will consist of at least 6 members and no more than 10 members and consist of:

- 2.1** At least one Board representative,
- 2.2** The Company Secretary (or a staff member providing secretariat support)
- 2.3** The Chief Executive Officer ("CEO") (or another Executive staff member)
- 2.4** Between two and six diverse representatives selected from an independent recruitment process with the necessary skills and experience (External Members)

The Chair of the Committee may be a Board representative, as decided by the Board, or one External Member selected by majority vote of the Committee.

Other members of SGLMG management and subject-matter experts with relevant experience may be invited to attend meetings of the Committee from time to time on the invitation of the Committee as agreed with the Committee.

The term for External Members is two years from the date of appointment with an option to apply for a second term.

SGLMG management will convene meetings of the Committee and will work with the Committee to agree meeting dates, compile agendas and communicate internally and externally as required.

3. Roles and Responsibilities

The Board has delegated the following roles and responsibilities to the Committee:

- 3.1** Executive Appointment: The Committee (in the absence of the CEO) will develop and recommend the process to select the SGLMG CEO and recommend to the Board the appointment and contractual terms of the SGLMG CEO.
- 3.2** Elected Directors Evaluation Process: The Committee will develop and recommend the election selection criteria process to assure members that candidates have the required broad skills, expertise, and/or experience, and other desirable qualities.
- 3.3** Director and Board Associate Expression of Interest ("EOI") Appointments: The Committee will develop and recommend the process to select Directors for the purposes of vacant positions and Board Associate appointments.
- 3.4** Committee Appointments: The Committee will develop and recommend the process to select appointments to other committees of the Board.
- 3.5** Succession Planning: The Committee will recommend to the Board succession planning strategies for both the CEO, the Board and committees

- 3.6** Company Structure: The Committee will review the company's organisational chart and headcount as per any delegation framework and report to Board. This is a joint activity with the CEO, who will recommend their proposed structure to the committee for review.
- 3.7** Committee Governance: The Committee will develop and recommend to the Board the Charters and/or Terms of References for committees and working groups, for its approval.
- 3.8** Board Effectiveness: The Committee will develop and recommend the process to measure and monitor the effectiveness of the Board and governance framework (Committees and Working Groups).
- 3.9** Performance and Reward: The Committee will develop and recommend to the Board for approval the process to measure and the performance of the company and CEO, and ensure proper process has been followed in approving CEO remuneration arrangements.
- 3.10** Performance Reviews: The Committee will ensure proper performance review processes are in place for both Board and senior management levels and that they are completed as required.
- 3.11** External Benchmarking: The Committee will benchmark employee rewards and benefits against comparative Not-for-Profit ("NFP") and commercial organisations at times as agreed between the Board and the Committee.
- 3.12** Other duties: The Committee will complete, implement or execute other duties and responsibilities as delegated by the Board or as approved within the committee's annual Work Plan.

4. Meetings

At least one week's advance written notice of a meeting must be provided to members of the Committee, unless all members agree that a meeting may be held on shorter notice.

A quorum for the Committee meetings will be constituted by the presence of at least three Committee members, including at least one Director appointed by the Board to act as a member of the (or a representative from the Board) and one External member.

5. Schedule

The People and Nominations Committee will sit bi-monthly, preferably in person and prior to distribution of Board papers at a time made in agreement with the CEO and Chair. More frequent meetings may also be held as determined by the Chair and CEO if needed or between the Chair and Board Co-Chairs if the matter relates to the CEO.

The People and Nominations Committee must sit at least 6 times a year and may sit virtually as required.

6. Work Plan

The Board approved Work Plan will be circulated to all committee members prior to the first sitting of the Committee, including details of proposed projects, timelines and delegations as aligned with the Strategic Plan. The Committee may review the Work Plan and update it with Board approval.

7. Committee Procedures

- 7.1** Written resolutions: The Committee may pass resolutions without holding a meeting in the same manner as is prescribed by the SGLMG Board charter.
- 7.2** Voting: Any matters requiring decision generally will be decided by consensus. If consensus is unable to be achieved the matter will be decided by a majority vote or referred to the Board. If a matter is referred to the Board, Directors and Board Associates are eligible to vote on committee matters. The Chair does not have a casting vote.

The Committee is strongly encouraged to resolve matters before escalating to the Board.

- 7.3 Reporting:** The Committee through the committee Director will update the Board on its activities and material matters considered by the committee via a written report as prescribed in Schedule 1 to be included in the board's meeting papers.

The Chair has the discretion to escalate issues to the Board where:

- 7.3.1** It is not clear that the Committee has the authority to act
- 7.3.2** The Committee is unable to agree on a specific matter
- 7.3.3** The committee has resolved to present two options to the board for consideration (rather than agree)
- 7.3.4** The Chair decides it appropriate to advise the Board of the issue.

The minutes of the Committee meeting will be provided to the Board for noting. Where a Board decision is required, a paper must be written from the Committee to the Board.

The paper should reference the specified duty in the Committee's Charter and contain clear resolutions. Where a paper is to be presented to the Board, an External member from the Committee, as nominated by the Committee may attend the Board meeting to speak to the paper.

- 7.4 Agenda:** An agenda for the meeting must be circulated with any associated committee papers prior to the committee meeting. The agenda will form the basis for which the minutes will be recorded.

- 7.5 Minutes:** The minutes must be prepared and circulated to the members promptly post each meeting.

The minutes must be ratified either at the next meeting of the Committee. The minutes of the Committee are subject to audit by the external auditors and must be available 30 days prior to the commencement of the audit.

- 7.6 Charter:** The Committee will review the Charter annually, with any proposed changes recommended to the Board for approval.
- 7.7 Conflicts of Interest:** The Committee members and advisors will be invited to disclose conflicts of interest at the commencement of each meeting. Standing conflicts of interest need not be disclosed at each meeting once acknowledged. Where members or invitees are deemed to have a real or perceived conflict of interest, they will be excused from Committee decisions on the issue where a conflict exists. The Company Secretary is to keep registers of declared interests.
- 7.8 Code of Conduct:** The Committee members and advisors will abide by the SGLMG Code of Conduct and will be provided with a copy to sign before commencing committee work.
- 7.9 Confidentiality Agreement:** All the Committee discussions including any objects created as part of the Committee's work should not be disclosed to any third party without permission by the Committee or the Board. The Committee members will be required to complete a non-disclosure agreement as provided by the Company Secretary.
- 7.10 Intellectual property:** All objects created as part of the Committee's work are owned by SGLMG.

8. Committee Nomination Procedure

The Committee is responsible for identifying candidates through a public EOI process with required skills and/or experience for the Committee.

The Committee will recommend to the Board the process to identify and select committee appointments to be carried out by the Board. Diversity of Committee members should be considered throughout the nomination procedure.

9. Induction of new members

Each new Committee member is to receive a copy of the Charter, the Code of Conduct, the Confidentiality Agreement, the latest Strategic Plan, Annual Report and all material previously provided to the Committee on matters still before the committee. New members are encouraged to meet key staff.

It is the responsibility of the Company Secretary to ensure that all new members sign the Code of Conduct and Confidentiality Agreement prior to commence work with the Committee. Copies are to be filed.

10. Reviews

The Committee will recommend the process to review the performance of committees on an annual basis.

Training needs will be monitored by the Committee Chair.

The Committee must review its Charter and its composition annually to ensure that it remains consistent with the Board's objectives and responsibilities and make recommendations for additional appointment to ensure the Committee's capacity to perform the required roles and responsibilities.

The Board will consider the Committee's review and either approve or further review the Committee's Charter and/or composition.

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