

# **Sydney Gay and Lesbian Mardi Gras People and Nominations Committee Charter**

**Date:** 22 August 2022

**Version** 3.0

### 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

Version	Date	Comments	Approved by
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	Board
3.0	14 August 2022	Committee review	Board 22 Aug 2022

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## **1. Purpose**

1.1 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 to assist the Board in discharging its corporate governance responsibilities in respect to functions outlined in section 3.

1.2 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.

### **1.3 Objectives**

1.3.1 To advise on:

- Executive appointments and effectiveness
- Board (vacant positions)
- Committee appointments and effectiveness
- Company structure and reward matters.

1.3.2 The Committee will:

- 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.

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

### **1.4 Teamwork, Relationship and Skills**

In performing its duties, the committee will maintain effective working relationships with the Board of Directors and management. To perform their role effectively, each Committee member must develop and maintain their skills and knowledge, including an understanding of the Committee's responsibilities and of Sydney Gay and Lesbian Mardi Gras's business operations and risks.

## **2. Authority**

2.1 PAN provides advice to the Board relating to decisions in accordance with this Charter, and other functions as may be delegated to it by the Board from time to time within its remit.

2.2 PAN has no delegated authority to make decisions on behalf of the Board, to approve financial expenditure, nor to commit SGLMG to activities or undertakings not otherwise approved by the Board.

2.3 The committee may examine any material matter in relation to its role and responsibilities, either on its own initiative confidentially, or at the request of the Board.

2.4 In fulfilling its role and responsibilities, the committee has the authority to:

- (i) Request attendance of management at committee meetings and/or provide information or advice.
- (ii) Have access to all requested information that supports PAN in meeting its responsibilities.
- (iii) Seek information from employees, volunteers and third parties as required; and
- (iv) Engage independent external consultants for independent advice with the Board's approval.

### **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 to inform members of the required skills, expertise, and/or experience, and other desirable qualities to enhance Board composition.
- 3.3 Director and Board Associate Expression of Interest (“EOI”) Appointments: The Committee will develop, recommend and run the process to select Directors for the purposes of vacant positions and Board Associate appointments.
- 3.4 Committee Appointments: The Committee will develop, recommend and run 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. Members and Attendees**

- 4.1 The People and Nominations Committee will consist of at least 6 members and no more than 10 members and consist of:
  - 4.1.1 At least one Board representative one of whom will be the Chair.
  - 4.1.2 The Company Secretary (or a staff member providing secretariat support)
  - 4.1.3 The Chief Executive Officer (“CEO”) (or another Executive staff member)
  - 4.1.4 Between two and six diverse representatives selected from an independent recruitment process with the necessary skills and experience (independent)
- 4.2 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.

- 4.3 The term for Independent Members is three years from the date of appointment with an option to be extended for a further term to a maximum of six years.
- 4.4 Company Secretary 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.

## **5. Meetings**

- 5.1 Meetings may be in person or virtual. 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.
- 5.2 A quorum for the Committee meetings will be constituted by the presence of at least three Committee members, including at least one Director and one independent.

## **6. Schedule**

- 6.1 The People and Nominations Committee will meet at least 6 times and year and meet prior to the Board meeting. 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.

## **7. Work Plan**

- 7.1 The Committee will develop an annual workplan and submit to the Board for approval. The Committee will regularly review and update the Work Plan with Board approval for any significant change.

## **8. Committee Procedures**

- 8.1 Written resolutions: The Committee may pass resolutions without holding a meeting in the same manner as is prescribed by the SGLMG Board charter.
- 8.2 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.

- 8.3 Reporting: The Committee through the committee Director will update the Board on its activities and material matters considered by the committee.

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

- 8.3.1 It is not clear that the Committee has the authority to act.
- 8.3.2 The Committee is unable to agree on a specific matter.
- 8.3.3 The Committee has resolved to present two options to the Board for consideration (rather than agree).
- 8.3.4 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.

- 8.4 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.

- 8.5 Minutes: The minutes must be prepared and circulated to the members promptly post each meeting.
- 8.6 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.
- 8.7 Charter: The Committee will review the Charter annually, with any proposed changes recommended to the Board for approval.
- 8.8 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.
- 8.9 Code of Conduct: The Committee members and advisors will abide by the SGLMG Code of Conduct and all other policies contained in the Governance Manual.
- 8.10 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.
- 8.11 Intellectual property: All objects created as part of the Committee's work are owned by SGLMG.

## **9. Committee Nomination Procedure**

- 9.1 The Committee is responsible for identifying candidates through a public EOI process with required skills and/or experience for the Committee.
- 9.2 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.

## **10. Induction of new members**

- 10.1 Each new Committee member is to receive a copy of the Governance Manual, the workplan and minutes of previous meetings. New members are encouraged to meet key staff.

## **11. Reviews**

- 11.1 The Committee will recommend the process to review the performance of the Board and its committees on an annual basis.
- 11.2 Ongoing education needs of the Board and its committees will be monitored by the Committee.
- 11.3 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.

## **12. Access to information and independent advice**

- 12.1 The Committee may seek any information it considers necessary to fulfil its responsibilities.
- 12.2 The Committee has access to management to seek explanations and information from management at the company's cost.
- 12.3 The Committee may seek professional advice from employees and from appropriate external advisors at the company's cost after gaining Board approval. The Committee may meet with external advisors without management being present.

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