



**Skate Australia Ltd**  
**Board Nominations Committee**  
**Terms of Reference**

Approved: March 2025

# Board Nominations Committee Terms of Reference



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## Board Nominations Committee Terms of Reference

### 1. Introduction

- 1.1. The Board Nominations Committee (**'Committee'**) is a committee of the Skate Australia Ltd Board (**'Board'**).
- 1.2. This document sets out the roles and responsibilities, composition and operation of the Committee (**"Terms of Reference"**).
- 1.3. The Terms of Reference are enforced as per clause 13.4 in the Constitution.
- 1.4. In the case of any misalignment between this document and the Constitution, the Constitution takes precedence.

### 2. Role of the Committee

- 2.1. The role of the Committee is to assist and advise the Board in fulfilling its responsibilities on:
  - 2.1.1. matters relating to the composition structure and composition of the Board
  - 2.1.2. the identification of candidates to fill Director vacancies (including casual vacancies) and assess all nominees for Director vacancies including the power, in accordance with the Constitution, to determine that a nomination is unsuitable for further consideration by the Company, the Directors or the Members.
  - 2.1.3. policies relating to people, culture, conduct, remuneration, equity, diversity and inclusion.

#### 1. Responsibilities of the Committee

In assisting the Board to fulfill its responsibilities, the duties of the Committee are to:

##### 1.1. Board Nominees

- 1.1.1. develop a board skills matrix setting out the mix of skills, expertise, experience, diversity and personal attributes that the Board should look to achieve in its membership.
- 1.1.2. develop a process to advertise for nominations, ensuring nominees are made aware of the identified skill sets required to contribute to the Board as per the matrix.
- 1.1.3. advertise and receive all nominations for all Board Member positions and conduct a process to evaluate the skills, knowledge, experience, diversity, independence and culture fit of the nominees.

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- 1.1.4. arrange communication with all nominees, arrange and conduct interviews as appropriate.
- 1.1.5. assess nominees against the Skate Australia skill priorities and requirements (including culture fit) and undertake reference checking as required.
- 1.1.6. make recommendations to the Board and inform relevant stakeholders upon appointment by the Board.
- 1.1.7. the Committee has the power, in accordance with clause 13.4(a) of the Constitution, to determine that a nomination is unsuitable for further consideration by the Company, the Board or the Members (as applicable) but only if this decision is unanimous.

### **1.2. Board Evaluation and Succession**

- 1.2.1. ensure succession planning for the Board, using reasonable endeavours to ensure no one gender constitutes more than 60% of the total number of the Board.
- 1.2.2. oversee a robust and effective process to undertake and review Board inductions, development and annual performance evaluation.
- 1.2.3. ensure that a process is undertaken annually to analyse the skills, expertise, experience, diversity and independence of the Board Members.

### **1.3. Policies**

- 1.3.1. Review and recommend to the Board for approval, policies relating to people, culture, conduct, remuneration, equity, diversity and inclusion.

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### **2. Composition and Term**

- 2.1.** The Committee comprises of three (3) persons appointed by the Board:
  - 2.1.1. An independent chair
  - 2.1.2. A Member representative
  - 2.1.3. A Board Member or Board Member Representative
- 2.2.** Members of the Committee will be appointed by the Board for a term of three years, subject to a maximum term limit that must not exceed six years.
- 2.3.** A person appointed to a casual vacancy in the Committee holds office for the remainder of the vacating Committee members term, and may offer themselves up for reappointment.
- 2.4.** Transitional arrangements will apply to the terms of the initial Committee members, such that the Committee member terms expire over successive years.

### **3. Meetings**

- 3.1.** The Committee will meet at least three times each year, and more often as required to perform its obligations under this Charter. A meeting may be conducted either in person or electronically.
- 3.2.** The Committee may invite other people to attend meetings, consult with other people or seek any information it considers necessary to fulfil its obligations.
- 3.3.** The agenda of meetings will include relevant supporting papers and the Committee Chair will report to the Board following each meeting of the Committee.
- 3.4.** The report to the Board will be a comprehensive report in order to:
  - 3.4.1. ensure the Board has insight into the key issues discussed by, and the decisions of, the Committee.
  - 3.4.2. facilitate Board awareness and confirm all obligations delegated to the Committee have been fulfilled.
  - 3.4.3. assist in the periodic review of the Committee's performance.
- 3.5.** The report to the Board will include recommendations on any specific decisions or actions the Board should consider including changes to this document

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### **4. Terms of Reference Review**

- 4.1.** The Committee will review the Terms of Reference at least bi-annually to ensure it is fit for purpose and meets the needs of Skate Australia and the Committee.
- 4.2.** Any amendments to the Terms of Reference must be approved by the Board.