



Governance & Nominations Committee Charter

Philanthropy Australia Inc. (PA)

Adopted by the Council on 12 November 2015



1 MEMBERSHIP OF THE COMMITTEE

The Committee must consist of:

- (i) a minimum of 3 Council members;
- (ii) including President as chairperson.

The Council may appoint additional Council members to the Committee or remove and replace members of the Committee by resolution. Members may withdraw from membership by written notification to the Council.

Subject to Council approval, the Committee may appoint members who are not Members of Philanthropy Australia if the Committee considers it necessary or advisable.

Non-committee members, including members of management, may attend all or part of a meeting of the Committee at the invitation of the Committee chair.

The Secretary, or his or her delegate, must attend all Committee meetings as minute secretary.

2 ADMINISTRATIVE MATTERS

2.1 Meetings

The Committee will meet as often as the Committee members deem necessary in order to fulfil their role. However, it is intended that the Committee will normally meet **quarterly**.

2.2 Quorum

The quorum is at least 2 members.

2.3 Convening and notice of meeting

Any Committee member may, and the Secretary must upon request from any Committee member, convene a meeting of the Committee. Notice will be given to every member of the Committee of every meeting of the Committee. There is no minimum notice period and acknowledgement of receipt of notice by all members is not required before the meeting may be validly held.

2.4 Chair

In the absence of the Committee chair, the Committee members must elect one of their number as chair for that meeting. The Committee chair **has** a casting vote.

2.5 Minutes

Minutes of meetings of the Committee must be kept by the Secretary (or his or her delegate) and, after approval by the Committee chair, be presented at the next Council meeting. All minutes of the Committee must be entered into a minute book maintained for that purpose and will be open at all times for inspection by any director.



2.6 Reporting

It is intended that a report of the actions of the Committee and a copy of the minutes of the Committee meeting or both will be included in the Council papers for the Council meeting next following a meeting of the Committee.

The Committee chair will, if requested, provide a brief oral report as to any material matters arising out of the Committee meeting. All Council members may, within the Council meeting, request information of members of the Committee.

3 ROLE AND RESPONSIBILITIES

The responsibilities of the Committee are as follows:

- (a) Assist the Council to develop a Council skills, diversity and experience matrix indicating the mix that the Council currently has or is looking to achieve in its membership.
- (b) Review and recommend to the Council the size and composition of the Council, including:
 - (i) a Council succession plan; and
 - (ii) a succession plan for the President,having regard to the objective that the Council comprise members with a range of skills, expertise and experience from diverse backgrounds with a gender ratio of 40:40:20 (40 female: 40 male and 20 either female or male).
- (c) Review and recommend to the Council the criteria for Council membership, including:
 - (i) the necessary and desirable competencies of Council members;
 - (ii) the time expected to be devoted by Council members in relation to the Company's affairs.
- (d) Review and recommend to the Council the composition and membership of the Council, including:
 - (i) making recommendations for the re-election of Council members, subject to the principle that a Committee member must not be involved in making recommendations to the Council in respect of themselves; and
 - (ii) assisting the Council as required to identify individuals who are qualified to become Council members, in accordance with the policy outlined in section 4 of this Charter.
- (e) Assist the Council as required in relation to the performance evaluation of the Council, its committees and individual Council members.
- (f) Review and make recommendations in relation to any corporate governance issues as requested by the Council from time to time.
- (g) Review the Council Charter on a periodic basis, and recommend any amendments for Council consideration.
- (h) Ensure that an effective Council member induction process is in place.



4 POLICY, PROCEDURE AND DISCLOSURE OF THE SELECTION AND APPOINTMENT OF COUNCIL MEMBERS

4.1 Policy

Factors to be considered when reviewing a potential candidate for Council appointment include without limitation:

- (a) the skills, experience, expertise and personal qualities that will best complement Council effectiveness;
- (b) the existing composition of the Council, having regard to the Council skills matrix and the objective of achieving a Council comprising members from a diverse range of backgrounds; and
- (c) the capability of the candidate to devote the necessary time and commitment to the role.

4.2 Procedure

- (a) The Committee will maintain a list of potential candidates for Council that it will periodically review and update.
- (b) Detailed background information in relation to any potential candidate should be provided to all Council members.
- (c) Appropriate checks should be undertaken before appointing a person to fill a casual vacancy on Council, or putting forward to Members a candidate for election to Council.
- (d) Vacancies on Council that arise before December each year may be filled as a casual vacancy. The process for filling a Casual Vacancy consists of the following steps:
 - (i) Committee to recommend to Council that a notice be sent to Members advising that a casual vacancy exists, referring Members to the skills matrix and noting that Members send expressions of interest to the President within 2 weeks of the notice.
 - (ii) Committee to recommend that President approach potential candidates to fill a casual vacancy.
 - (iii) The Committee will review all expressions of interest and make a recommendation to Council.
- (e) The Committee will report to Council at its meeting held in November (or the meeting closest to) each year:
 - (i) the Council members up for re-election at the next AGM, the Council positions that will be vacant and subject to election at the next AGM and the Committee's recommendations;
 - (ii) on its review of the skills matrix and any potential gaps on Council;
 - (iii) the appointment of a returning officer;
 - (iv) recommending that notice be issued to Members advising of the vacancies that will exist on Council at the AGM, referring Members to the skills matrix and details of the nomination process.



4.3 Disclosure

Each year, the Committee will prepare a report for the Council outlining the following details of the Council selection process with a view to including either the report or a summary of the report in the annual report:

- (a) the process by which candidates are identified and selected; and
- (b) the factors taken into account in the selection process, including the Council skills matrix used to identify any 'gaps' in the skills and experience of the Council.

5 REVIEW

The Council will periodically review the membership and charter of this Committee to determine its adequacy for current circumstances and the Committee may make recommendations to the Council in relation to the Committee's membership, responsibilities, functions or otherwise.