

PHILANTHROPY AUSTRALIA

Governance and Nominations Committee Charter

Philanthropy Australia (PA)

December 2023

1 Membership of the Committee

The Committee must comprise:

- (i) a minimum of 3 Directors;
- (ii) including Chair as chairperson.

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

Subject to Board approval, the Committee may appoint members who are not Members of Philanthropy Australia if the Committee considers it necessary or advisable. All external appointments are for a period of up to 3 years, for a maximum of 3 terms.

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 Company 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 a majority of Committee members. A majority of those Committee members present must also be members of the Board.

2.3 Convening and notice of meeting

Any Committee member may, and the Company Secretary must upon request from any Committee member, convene a meeting of the Committee with the consent of the Committee Chair.. 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 Company Secretary (or his or her delegate) and, after approval by the Committee chair, be presented at the next Board 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 Board papers for the Board 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 Directors may, within the Board meeting, request information of members of the Committee.

3 Role and responsibilities

The responsibilities of the Committee are as follows:

- (a) Assist the Board to develop a Board skills, diversity and experience matrix indicating the mix that the Board currently has or is looking to achieve in its membership.
- (b) Review and recommend to the Board the size and composition of the Board, including:
 - (i) a Board succession plan; and
 - (ii) a succession plan for the Chair,having regard to the objective that the Board comprise members with a range of skills, expertise and experience from diverse backgrounds with a gender ratio of 40% men, 40% women and 20% open.
- (c) Review and recommend to the Board the criteria for Directorship, including:
 - (i) the necessary and desirable competencies of Directors;
 - (ii) the time expected to be devoted by Directors in relation to the Company's affairs.
- (d) Review and recommend to the Board the composition and membership of the Board, including:

- (i) making recommendations for the re-election of Directors, subject to the principle that a Committee member must not be involved in making recommendations to the Board in respect of themselves; and
 - (ii) assisting the Board as required to identify individuals who are qualified to become Directors, in accordance with the policy outlined in section 4 of this Charter.
- (e) Assist the Board as required in relation to the performance evaluation of the Board, its committees and individual Directors.
- (f) Ensure Board members are kept up to date with contemporary governance practices and requirements, and initiate appropriate briefing or education as required
- (g) Review and make recommendations in relation to any corporate governance issues as requested by the Board from time to time.
- (h) Review the Board Charter on a periodic basis and recommend any amendments for Board consideration.
- (i) Ensure that an effective Director induction process is in place.
- (j) Provide oversight of the Board's Life Membership policy and process. Accept nominations on behalf of the Board and following due consideration, make recommendations to the Board as appropriate on the conferring of Life Memberships.

4 Policy, procedure and disclosure of the selection and appointment of Directors

4.1 Policy

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

- (a) the skills, experience, expertise and personal qualities that will best complement Board effectiveness;
- (b) the existing composition of the Board, having regard to the Board skills matrix and the objective of achieving a Board 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 Board

- that it will periodically review and update.
- (b) Detailed background information in relation to any potential candidate should be provided to all Directors.
 - (c) Appropriate checks should be undertaken before appointing a person to fill a casual vacancy on the Board or putting forward to Members a candidate for election to the Board.
 - (d) Vacancies on Board 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 Board 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 Chair within 2 weeks of the notice.
 - (ii) Committee to recommend that Chair approach potential candidates to fill a casual vacancy.
 - (iii) The Committee will review all expressions of interest and make a recommendation to Board.
 - (e) The Committee will report to Board at its meeting held in November (or the meeting closest to) each year:
 - (i) the Directors up for re-election at the next AGM, the Board 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 Board;
 - (iii) the appointment of a returning officer;
 - (iv) recommending that notice be issued to Members advising of the vacancies that will exist on Board at the AGM, referring Members to the skills matrix and details of the nomination process.

ReviewThe Board 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 Board in relation to the Committee's membership, responsibilities, functions or otherwise. At a minimum, the review period of this Charter is every two years with annual endorsement by the Board.