



# **Australian Polo Federation Ltd**

## **Nominations Committee Terms of Reference**

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# Nominations Committee

## Terms of Reference

### 1. AUTHORITY

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- (a) Notwithstanding their description these terms of reference are expressly made as By-Laws of Australian Polo Federation Limited (**APF**) under clause 20.6 (Delegation of Powers) and clause 26 (By-Laws) of the APF Constitution (**Constitution**).
- (b) This document:
  - (i) establishes a Nominations Committee to consider and determine the appropriateness of candidates to be put forward for election and/or appointment as a Director under the Constitution;
  - (ii) is subject to the Constitution;
  - (iii) is consistent with the Constitution; and
  - (iv) when in force, is binding on all Members and has the same effect as a provision in the Constitution.
- (c) The Interpretation of this document is solely the province of the Board.

### 2. PURPOSE

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- (a) The purpose of the Nominations Committee (**Committee**) for APF is to determine the appropriateness of any and all candidates for election to the Board of APF (**Board**) enabling the Board to be comprised of Directors with a variety of skills and experience who act in the best interests of APF as a whole.
- (b) The purpose of this Terms of Reference is to detail how the Committee is to be established and operate. If these Terms are considered not sufficiently detailed for the Committee, the Committee is to refer all questions of clarification or amplification to the Board of APF.

### 3. ROLE

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- (a) The role of the Committee is to:
  - (i) Reference the APF Directors Core Competencies (as set out at Schedule 1) (**Core Competencies**) as they undertake a process of determining the appropriateness of candidates who nominate to be elected to the Board based on the expertise required by the Board. Note the Core Competencies must be met by any proposed State Appointed Director (with, for the avoidance of doubt, the process for *selection* of such State Appointed Directors not involving the Committee and being undertaken in accordance with clause 19.2 of the APF Constitution subject to meeting eligibility requirements under the Core Competencies);

- (ii) Make best use of the resources of APF through the CEO/Administrative Officer, to ensure the logistics of interviews (if any), provision of further information from nominees, venues and communications to candidates is properly undertaken;
  - (iii) Provide an initial point of reference for potential candidates to engage with APF on the possibilities that may be available to them.
- (b) The Committee is not the selection mechanism for the Board. This is separately dealt with in the APF Constitution. The Committee receive all nominations for election to the APF Board and determine the suitability of all nominations and decide whether a candidate:
- (i) meets any of the Core Competencies (if so, detailing which Core Competencies are met); and
  - (ii) is recommended as a suitable candidate for election to the Board by the Members based on meeting any of the Core Competencies and having regard to any apparent skills gap on the Board.

For the avoidance of doubt, all candidates will be put forward to a vote of members by secret ballot according to the Constitution. Any recommendations of the Nominations Committee will appear with such ballot materials.

- (c) Otherwise, the Committee is to provide support to the Board by reviewing and making recommendations in relation to the committee structure and membership as appropriate.

#### **4. COMPOSITION OF THE COMMITTEE**

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- (a) The Committee shall consist of at least three Members, and shall comprise:
- (i) a representative of the Board of APF;
  - (ii) a representative of a State Member Association; and
  - (iii) a relevant external expert (with experience in recruitment, human resources, or board appointments being desirable)
- who shall be appointed by the Board of APF as follows:
- (iv) The Board of APF shall appoint the member of the Committee as set out under clause 4(a)(i) above for a two year term;
  - (v) The State Member Association representative as set out under clause 4(a)(ii) above shall be appointed by the Board for the period of time until the completion of the next annual general meeting following their appointment. Such person may be re-appointed to such position up to a maximum of three times;
  - (vi) The Board of APF shall appoint the member of the Committee as set out under clause 4(a)(iii) above, or any other additional members of the Committee as it sees fit, for a three year term.
  - (vii) With the exception of the CEO/Administrative Officer of APF (**Administrative Officer**) (who is appointed as secretary of the

Committee), Committee members may be appointed for up to a maximum of three terms.

- (b) The Chairman of the Committee will be determined by the Board from time to time. Should the Chairman of the Committee be absent from a meeting, the members of that Committee present will appoint a Chairman for that particular meeting.
- (c) Only one Committee shall be appointed at any one time.
- (d) The quorum of the Committee is three members of the Committee.

## **5. AUTHORITIES AND LIMITATIONS**

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- (a) The Committee has the following authorities and limitations:
  - (i) The Committee may engage with and advise potential candidates that have initially contacted them on the possibilities that may be available to them.
  - (ii) The Committee has no role in determining how the Board operates.
  - (iii) The Committee is not able to speak publicly as to its role or operation and is to refer all requests for public comment to the CEO/Executive Officer of APF.
  - (iv) It is not the role of the Committee to recommend to the Members one candidate over another. Rather the Committee is to undertake an analysis of the Board and determine whether a candidate is to be recommended by the Committee having regard to Core Competencies and any skills gaps on the Board.
  - (v) The Committee may, at the request of the Board, make recommendations on possible candidates for appointed positions on the Board.

## **6. PROCEEDINGS**

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The proceedings of the Committee shall be as follows:

- (a) Convening a Committee Meeting:
  - (i) The Committee Chairperson, any Committee Member or the Committee Secretary may call a meeting of the Committee;
  - (ii) The Committee shall meet as required, but shall meet on at least two (2) occasions in each year.
- (b) The procedures for the Committee shall, with any necessary or incidental amendment, be the same as that applicable to meetings of the Board under Rule 21 of the APF Constitution.
- (c) No business shall be transacted unless a quorum is present within half an hour of the time appointed for the meeting.
- (d) The Committee may act notwithstanding any vacancy.

- (e) The Committee shall keep minutes of proceedings and decisions of each Committee meeting, together with a record of the names of persons present at all meetings.
- (f) Within 28 days of any meeting of the Committee, the Committee shall send a copy of the minutes and any supporting documents to the Board.

## **7. NOMINATIONS PROCESS**

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- (a) The Committee does not manage the candidate information or initial nomination process.
- (b) The Board will direct the CEO/Executive Officer to call for Director nominations in accordance with the APF Constitution and in doing so shall provide the nomination form approved for such process to members and outline the process required for nominations to be accepted.
- (c) Nominations from potential candidates should be submitted to a designated administrative point of contact within APF, before being registered and formally acknowledged by the Chair of the Nominations Committee.
- (d) Queries from potential candidates regarding the Committee process or potential eligibility should be directed in the first instance by email to the Chair.

## **8. FUNCTIONING OF THE COMMITTEE**

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- (a) The Committee shall meet as directed by the Chair to enact the following process in order to determine the appropriateness or otherwise of a candidate for election to the Board by the members.
- (b) The Committee will:
  - (i) Report to the Board through the Chair.
  - (ii) Determine the suitability of all nominations and determine whether a candidate:
    - (A) meets any of the Core Competencies (if so, detailing which Core Competencies are met); and
    - (B) is recommended as a suitable candidate for election to the Board by the members based on meeting any of the Core Competencies and having regard to any apparent skills gap or gender gap on the Board.
  - (iii) Advise all potential candidates of their status prior to advising the Board.
  - (iv) Undertake and complete its work post the close of initial nominations before the deadline for candidate information is provided to the Board to be passed to the CEO/Executive Officer for inclusion in ballot papers to the voting Members.
- (c) Otherwise, the Committee shall support the Board as and when required by reviewing and making recommendations to the Board in relation to:

- (i) Committee structure and membership as appropriate to the needs of APF;
- (ii) changes that the Committee believes to be desirable in relation to the size and/or composition of Board sub-committees, including rotation policies for members and Chairs of sub-committees;
- (iii) programs for enhancing Board Director competencies and induction programs for new Board Directors;
- (iv) Director and Board evaluation policies and processes; and
- (v) review the adequacy of professional indemnity and liability insurance for Directors.

## **9. REPORTING**

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- (a) The Committee shall report to the Members through the Board in writing on conclusion of its process, including but not limited to:
  - (i) A summary of its detailed process as enacted;
  - (ii) Listing the proposed individuals and its recommendation to members, and the rationale based on these Terms; and
  - (iii) Explaining why they have had cause to deviate from the Core Competencies (if needed).

## **10. ANNUAL REVIEW**

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- (a) The Board shall review the activities of the Committee on an annual basis.
- (b) The Committee shall provide to the Board a report of its activities for the preceding year by way of review. The Board may make recommendations to the Committee as to governance and procedure as it sees fit.

## SCHEDULE 1

### APF Director Candidate Core Competencies

The Core Competencies are that a nominee for an Elected Director or State Appointed Director:

- (a) must possess each of the following:
  - (i) Demonstrated leadership at a senior level in an environment compatible with the requirements of APF.
  - (ii) Demonstrated commitment to strong governance principles and an understanding and appreciation of the duties and responsibilities of the role of Director demonstrated by membership of the AICD, relevant education or experience serving on or working with other Boards of Directors;
  - (iii) A commitment to and record of ethical behaviour including not having been the subject of an adverse finding or the current subject of an inquiry or investigation by any statutory, regulatory or law enforcement authority or agency including any polo related disciplinary body relating to any serious ethical matter; and
- (B) must possess at least one of the following:
  - (i) legal qualifications (LLB or equivalent);
  - (ii) accounting/finance qualifications (CA, CPA, CFA or equivalent);
  - (iii) knowledge or experience of elite polo through experience as a participant, coach or official at a senior level;
  - (iv) polo administration experience through serving as a club or State president;
  - (v) business experience and/or qualifications (MBA or senior management experience);
  - (vi) regional insight;
  - (vii) technology experience and/or qualifications (IT, Technology degree, CIO or equivalent position);
  - (viii) marketing, communications, government relations or public relations experience at a senior level;
  - (ix) strategic planning and/or risk management; or
  - (x) event management.