

1. Purpose

The Nominations Committee is established by the YWCA Australia Constitution to support the Board of Directors (the Board) of YWCA Australia (and its subsidiaries) (the Group) in fulfilling its duties to appoint:

- the best-qualified candidates for the Board;
- delegates to attend international events and meetings as representatives of YWCA Australia, including but not limited to, the World YWCA's general meeting; and
- Honorary Life Members of YWCA Australia.

In doing so the Committee shall reference the values of YWCA, including a commitment to achieving diversity in representation.

2. Responsibilities

Without derogation of the Board's primary responsibilities for these matters, the Committee's responsibilities include:

Board composition

- Development and implementation of the process for recruiting board appointed directors and selecting nominees for elected positions, including evaluating the balance of skills, knowledge, experience, independence and diversity on the board and, in light of this evaluation, preparing a description of the role and capabilities required for appointment.
- Where necessary recommending a recruitment firm to the Board for director appointments.
- Conduct searches for new board members, review nominations/applications to determine eligibility and recommend candidates to the Board.
- Ensure board succession plans are in place to maintain the required mix of skills, experience and representation.
- Oversee the process for performance evaluation of the Board.

Board trainees

- Oversight and monitoring of the board trainee program.
- Reviewing and selecting candidates for the program.

International events

- Making recommendations to the Board regarding the process by which the Board selects the number and identity of delegates to attend international events and meetings.
- Making recommendations on the selection of delegates at international events, meetings and other opportunities as they arise.

Life Members

- Development and implementation of the Honorary Life Member selection process.
- Oversight of the Honorary Life Member Selection Group.

General:

- Perform and undertake, any other task as delegated by the Boards from time to time.

3. Membership

The Committee shall comprise 4 members, comprised of:

- 2 directors of YWCA Australia, appointed by the Board (**Appointed Nominations Committee Members**), at least one of whom must be a Young Woman; and
- 2 representatives, who must be Ordinary or Honorary Life Members, elected by Members, at least one of whom must be a Young Woman (**Elected Nominations Committee Members**),

together referred to as Committee Members.

Appointments will take into account existing skills and experience on the Committee and YWCA's commitment to providing opportunities for Young Women. Any director can attend the committee meeting by invitation but will not have the right to vote. Committees may co-opt another individual, with a particular speciality, to assist on a time limited basis. Such individuals will not have the right to vote. A person shall cease to be a Committee Member if that person:

- fails to attend 2 consecutive meetings without consent of the Chair;
- resigns;
- retires and is not re-elected;
- in the case of a director appointed by the Board, ceases to be a director;
- in the case of an elected member, ceases to be a Member of the Company; or
- breaches any YWCA policies and procedures, including the Conflict of Interest Policy or the Company's Code of Conduct as amended from time to time.

4. Election and Appointment

In the event of an election of Nominations Committee Members, the Company will refer to any Board approved process for the election or appointment of Nominations Committee members.

A term is for a maximum of 3 years. An Elected Nominations Committee Member and Appointed Nominations Committee Members may hold office for a maximum of 2 Terms. Elected Committee Members must retire at the end of a Term and, if willing and eligible, may stand for re-election following completion of their Term. The Board will determine whether Appointed Committee Members are eligible for reappointment.

5. Chair

The Chair, who must be a director, will be elected by the Committee for a period of 12 months, unless otherwise resolved by the Committee. In the absence of the Chair, the Committee may determine another Committee member as Chair for that meeting.

6. Meetings

The Committee shall meet at least twice per year using any technology consented by Committee Members. The quorum for a meeting of the Nominations Committee is 3. A quorum for a meeting of the Nominations Committee must be present at all times during the meeting, save for when a Committee Member is required to leave the meeting due to a conflict of interest. The agenda and Committee papers will be prepared and circulated at least 5 days in advance of the meeting unless agreed otherwise with the Chair. Minutes of all meetings shall be prepared for approval by the Committee and shall be provided to the Board.

7. Authority

The Committee is authorised to make recommendations to the Board. The Board may accept or decline such recommendations, which shall not be binding on the Company unless the recommendations are approved by the Board.

The Committee is authorised by the Board to obtain outside legal or other independent

professional advice and to secure the attendance of external persons with relevant experience and expertise if it considers this necessary. The Committee may meet with those external advisers without management being present. The Committee must not commit the organisation to out of budget costs for professional advice without first obtaining approval from the YWCA Australia President.

8. Review

The Committee will review and assess the adequacy of the Charter annually, requesting Board approval for proposed changes of a material nature. As part of the review the Committee will confirm that all responsibilities outlined in this Charter have been carried out.

Document Control Data	
Nominations Committee Charter	
Responsible Body	Nominations Committee
Accountable Officer	Company Secretary
Application	Nominations Committee YWCA Board Executive Team
Supersedes	Nominations Committee Charter Schedule A Committee Charter Standard Terms Schedule B
Associated documents	YWCA Australia Constitution YWCA National Housing Constitution YWCA Housing Constitution YA Nominations Committee Member Election/ Appointment Process YWCA Board Charter Various YWCA governance policies
Legislation	N/A

Approval and Amendment history				
Review period – 2 years				
Approval date	Effective Date	Version	Amendments	Next review
1/04/2021	1/04/2021	2.0	Replaced previous version	April 2022