



Performance & Nominations Committee Charter

**Little Athletics Association
of Victoria Incorporated**

Version 2.0

Registration Number: A0003260D

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PERFORMANCE & NOMINATIONS COMMITTEE CHARTER**LITTLE ATHLETICS ASSOCIATION OF VICTORIA INC****Registration Number: A0003260D****SECTION 1 – TERMS OF REFERENCE****1.1 PURPOSE**

- (a) The Performance & Nominations ("Committee") is a committee of the Board of Directors ("Board") of Little Athletics Association of Victoria Incorporated ("Association").
- (b) The purpose of the Committee is to assist and advise the Board in fulfilling its statutory and fiduciary responsibilities to its members on:
 - (i) matters relating to the measurement of performance and resulting compensation, bonuses, incentives and remuneration of the Chief Executive Officer ("CEO") and staff;
 - (ii) matters relating to the measurement of performance and resulting remuneration of Directors;
 - (iii) matters relating to the election and appointment of Directors to the Board;
 - (iv) matters relating to the selection and appointment of the Chief Executive Officer ("CEO");
 - (v) matters relating to the vetting of submissions for Honorary Membership;
 - (vi) other matters as required.
- (c) The Committee is not a policy making body but assists the Board by implementing Board policy and making recommendations which require Board approval.

1.2 MEMBERSHIP

- (a) The Committee shall consist of a minimum of three (3) and maximum of four (4) Directors of the Association, one (1) being the President of the Board except when the President stands for re-election, in which case the Vice President (or in absence of the Vice President another Director) will be appointed by the Board to take on this position.
- (b) At least one (1) of the Directors should also be a member of the Audit, Finance and Risk Committee to assist in ensuring a close working relationship between the two Committees.
- (c) At least one (1) of the Directors should be an independent 'appointed' Director.
- (d) The members of the Committee must collectively possess the appropriate expertise and powers to perform their function.
- (e) Appointment to the Committee will be for one (1) year or as otherwise determined by the Board.
- (f) A quorum shall be the majority in numbers of Committee members who are Directors.
- (g) The CEO is a mandatory attendee to Committee meetings.
- (h) The Committee may invite other parties to attend Committee meetings as the Committee sees fit.

1.3 CHAIR

- (a) The Committee shall elect a Chair from one of its Director members.
- (b) Where the Chair is absent from a meeting and has failed to appoint another Director to replace them as Chair for that meeting, the Committee may appoint any Director member of the Committee as Chair for that meeting.

1.4 FREQUENCY OF MEETINGS

- (a) The Chair will call a meeting of the Committee if so requested by the Board, the CEO or any member of the Committee.
- (b) The Committee shall meet as scheduled by the Board and as required.

1.5 SECRETARY

- (a) The CEO shall act as Secretary of the Committee.
- (b) Minutes of each Committee meeting shall be prepared by the Secretary.
- (c) Where the Secretary is absent from a meeting and has failed to appoint another Secretary to replace them for that meeting, the Committee may appoint a staff attendee as Secretary for that meeting.

1.6 AUTHORITY

- (a) The Committee has the authority to obtain all information necessary for the performance of its functions.
- (b) Effective co-ordination between the Committee and the Audit, Finance and Risk Committee will assist in producing a properly integrated approach to remuneration decisions.
- (c) The Committee has the ability to consult independent experts, for example in establishing industry remuneration benchmark comparisons, where considered necessary to carry out its responsibilities providing it has sought and received Board approval.
- (d) Matters arising for determination at Committee meetings shall be decided by a majority of votes of Directors present and voting and any such decision shall for all purposes be deemed a decision of the Committee.

1.7 FUNCTIONS

- (a) The Committee has the following functions:
 - (i) review the performance metrics of the CEO;
 - (ii) review the performance metrics of Directors, Board and Board Committees;
 - (iii) undertake an annual performance review of the CEO.
 - (iv) determine the fitness and propriety of persons seeking election or appointment to the Board;
 - (v) conduct searches for the appointment of Directors pursuant to section 16.6 of the Association's Constitution and recommend preferred candidates to the Board;
 - (vi) conduct searches for the appointment of the CEO and recommend preferred candidates to the Board;
 - (vii) ensure Board and CEO succession plans are in place;
 - (viii) oversee compliance with the Association's Diversity and Inclusion Policy;
 - (ix) with respect to the determination of Service Awards nominations for the Life Governor category only, liaise with the Service Awards Committee and make recommendations to the Board for approval.

1.8 RESPONSIBILITIES

- (a) The Committee has the following responsibilities:
 - (i) review and recommend remuneration of the CEO, within the terms of the employment contract, annually to the Board;
 - (ii) review the CEO's recommendations regarding remuneration of staff;
 - (iii) review and recommend any ex-gratia payments to the CEO and staff;
 - (iv) oversee an annual review process for Directors and a biennial review process for the Board and Board Committees;

- (v) review and recommend to its members for approval any increase in the aggregate maximum sum to be paid to Directors;
- (i) review and make recommendations to the Board on performance and remuneration matters that motivate the CEO and staff to pursue long-term growth and financial viability of the Association.
- (ii) develop criteria for selection of Directors appointed to the Board in the context of the Board's diversity, skill, composition and structure;
- (iii) set a formal and transparent process for identifying and recommending candidates for appointment and re-appointment (where applicable) to the Board;
- (iv) review nominations for elected Director vacancies and provide members with the Board's preferred nominee(s) based on the needs identified in a diversity and skill gap analysis.
- (v) develop criteria for the selection of the CEO;

1.9 REPORTING

- (a) Proceedings of all meetings are to be minuted and signed by the Chair of the Committee. Minutes of Committee meetings will be provided to the subsequent Board meeting.
- (b) All assessments of candidates are to be completed in writing and provided to the Secretary.
- (c) An action tracker will be maintained for all Committee action items.

SECTION 2 – CHARTER ADMINISTRATION

2.1 REVIEW AND APPROVAL

| | |
|--------------------------------------|---|
| Owner | CEO |
| Effective Date | 15 September 2020 |
| Board Approval | 15 September 2020 |
| Date of Last Review | 15 September 2020 |
| Frequency of Review | Bi-annual |
| Next Scheduled Review | December 2021 |
| Regulator (if applicable) | N/A |
| Compliance Mechanism | N/A |
| Board Committee Review | Governance Committee |
| Approval Body | Board |
| Related Policies/Charters | Board Charter Diversity and Inclusion Policy |
| Supporting Procedures/ Guidelines | Nil |

SECTION 3 - DOCUMENT HISTORY

3.1 VERSION CONTROL

| Date | Version # | Action Taken / Updates |
|-------------------|-----------|---|
| 13 September 2017 | 1.0 | Initial draft for discussion |
| 8 February 2018 | 1.1 | Incorporate feedback from Manager Strategic Projects, Vicsport as part of LAVic Governance Review Project |
| 28 March 2018 | 1.2 | Incorporate feedback from Board |
| 20 March 2018 | 1.3 | Finalised and approved |
| 17 December 2019 | 1.4 | Reviewed & approved |
| 15 September 2020 | 2.0 | Amalgamation of Nominations and Performance & Remuneration Committee Charters to establish Performance & Nominations Committee Charter. |