

TERMS OF REFERENCE



NOMINATIONS COMMITTEE

Prepared By:
Motorcycling NT

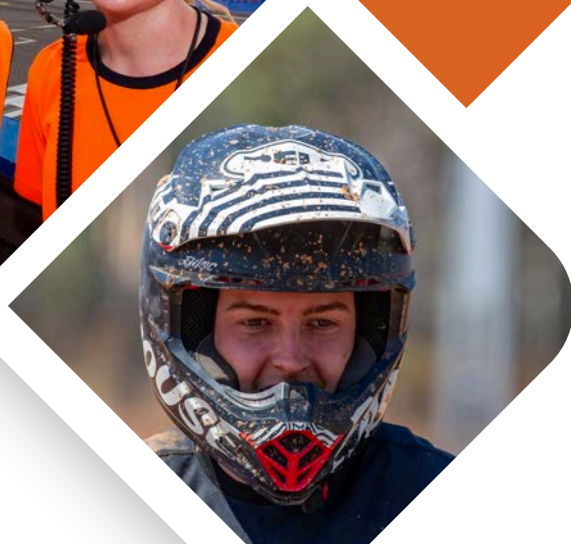
Title: Nominations Committee - Terms of Reference V1

Creation Date: November 2024

Review Date: December 2025

Responsible Persons: Motorcycling NT Board/ CEO

Authority: This document is a Terms of Reference made pursuant to the Motorcycling NT Governance Policy. MNT may unilaterally introduce, vary, remove or replace this Charter at any time.





NOMINATIONS COMMITTEE

1. TERMS OF REFERENCE

- 1.1. *The Nominations Committee ('**Committee**') is a committee of the Motorcycling Northern Territory Board ('**Board**').*
- 1.2. *These terms of reference are the written charter of the Committee and sets out the role and responsibilities, composition and operation of the Committee ("**Terms of Reference**")*

2. PURPOSE AND AUTHORITY

- 2.1. *The purpose of the Committee is to:*
 - 2.1.1. *seek to ensure that there is a robust approach to Board governance matters Motorcycling, providing an environment where the Board can carry out effective and responsible decision making and oversight;*
 - 2.1.2. *identify candidates to fill Director vacancies (including casual vacancies) and assess all nominees for Director vacancies including the power, in accordance with the Constitution, to determine that a nomination is unsuitable for further consideration by the Company, the Directors or the Members but only if this decision is unanimous.*

3. ROLE OF THE COMMITTEE

- 3.1. *The Board has authorised the Committee, within the scope of their duties and responsibilities set out in this Terms of Reference to:*
 - 3.1.1. *manage the process to identify, nominate and select director candidates and recommend preferred nominees for appointment or election to the Board;*
 - 3.1.2. *identify and evaluate CEO candidates and recommend preferred candidates for appointment by the Board, and lead the Board's in its annual review of the CEO's performance;*
 - 3.1.3. *perform other such other functions as the Board may from time to time assign to the Committee.*



4. RESPONSIBILITIES OF THE COMMITTEE

In assisting the Board in fulfilling its responsibilities, the duties of the Committee shall be:

4.1. Board Nominees and Succession

- 4.1.1. develop a board skills matrix setting out the mix of skills, expertise, experience, diversity (including geographic diversity) and personal attributes that the Board should look to achieve in its membership;*
- 4.1.2. develop a process to undertake a call for nominations that ensures nominees are made aware of the identified skill sets required to contribute to the Board as per the Board skills matrix;*
- 4.1.3. receive and review all nominations for all Board Director Positions;*
- 4.1.4. organise communication with all nominees for Board Director positions, set up and conduct interviews as appropriate;*
- 4.1.5. assess nominees against the Board skill priorities and requirements (including culture fit) and undertake reference checking as required;*
- 4.1.6. finalise its recommendations and inform the Chief Executive Officer of MNT*
- 4.1.7. as required, ensure that a process is undertaken to evaluate and analyse the skills, expertise, experience, diversity and independence of the directors of the Board and make recommendations to the Board regarding appointments, retirements and terms of office;*
- 4.1.8. ensure succession planning for the Board to maintain appropriate skill and diversity mix of the Board whilst minimising business disruption;*
- 4.1.9. In conjunction with the board, set up a process for evaluating the performance of the board and each director.*

5. MEMBERSHIP

- 5.1.** *The Committee shall comprise of five (5) members.*
- 5.2.** *The members of the Committee will include:*
 - 5.2.1. two MA Board Directors or representative as determined by the Board;*
 - 5.2.2. one MNT Board Director and one SCB Board Director selected from an expression of interest process and;*
 - 5.2.3. one independent member who has the skills and experience to make a valuable contribution to the Committee.*
- 5.3.** *Members of the Committee will be appointed by the Board for a term to be determined by the Board, subject to a maximum term limit that must not exceed nine years.*



- 5.4.** *The Independent member will be the Chair of the Committee.*
- 5.5.** *A quorum must consist of one more than half the number of members of the Committee.*
- 5.6.** *The Chair and Committee members will be appointed by the Board and may be removed by the Board at any time.*

6. MEETING PROCEEDINGS

- 6.1.** *The Committee will meet at as often as it deems necessary or appropriate to perform its obligations under this Terms of Reference. A meeting may be conducted either in person or electronically.*
- 6.2.** *Minutes of each Committee meeting should be circulated to all Committee members within seven business days after each Committee meeting and will be tabled and presented at the next meeting of the Board.*
- 6.3.** *The report to the Board will be a comprehensive report in order to:*
 - 6.3.1. ensure the Board has insight into the key issues discussed by, and the decisions of, the Committee;*
 - 6.3.2. facilitate Board awareness and confirm all obligations delegated to the Committee have been fulfilled; and*
 - 6.3.3. assist in the periodic review of the Committee's performance.*
- 6.4.** *The report to the Board will include recommendations on any specific decisions or actions the Board should consider including changes to this Terms of Reference.*

7. TERMS OF REFERENCE REVIEW

- 7.1.** *The Committee will review the Terms of Reference annually to ensure that it meets best practice standards for corporate governance and the needs of Motorcycling and the Committee.*
- 7.2.** *Any amendments to the Terms of Reference are to be approved by the Board.*

8. ADOPTION BY THE BOARD

This Terms of Reference was approved by the Board on 26th November 2024.