

ROTARY AUSTRALIA WORLD COMMUNITY SERVICE

Terms of Reference

DIRECTOR NOMINATION COMMITTEE

Purpose

The purpose of the Director Nomination Committee is to ensure that the Board has the effective composition, skills, and commitment to adequately meet the Company's objectives and discharge its responsibilities and duties to the Company.

Responsibilities

The Committee is responsible to:

- (a) develop and implement strategies to search for and appoint suitable candidates as directors of the Company.
- (b) ensure that Board succession plans are in place to balance the periodic refreshment of the Board with the need to maintain the skills and competencies necessary for the Board to achieve the Company objectives.
- (c) discuss with the Board Executive the outcomes of the evaluation process for the Board as a whole and its committees.

Access to information and independent advice

The Committee has the right to seek relevant information and independent advice considered necessary to discharge any of its duties, at the Company's expense.

Such information and advice will be retained by the Company.

Meeting Proceedings and Minutes

The Committee shall provide a summary report to the next meeting of the Board or earlier if necessary, being mindful of the appropriate level of confidentiality associated with some of the Committee's duties.

Selection Committee Processes

The Committee shall determine an appropriate selection process to fill each vacancy that promotes transparency and objectivity and ensures directors are appointed on merit.

The Committee shall take into account any recommendation(s) of suitable candidates submitted by the Board.

The Committee shall take all reasonable steps to protect the privacy of candidates, the confidentiality of the selection process and associated personal and background checks, during and after the selection process is conducted.



Before appointing directors, the Committee shall undertake processes to ensure that candidates are capable of committing the time involved to fulfil the role as director, meet the requirements of the approved Role Description, are highly likely to work successfully with other members of the Board and that suitable background checks have been performed to assess the personal capacity and integrity of the candidates as suitable to the role.

Reviews

The Committee shall review this Charter after one year of its approval by the Board and recommend any changes to the Board for consideration.

Thereafter, the Charter will be reviewed at least three yearly, with the expectation of earlier reviews if the need arises.

Committee Composition.

The committee shall comprise:

- (a) National Chairman
- (b) Company Secretary
- (c) District Governor Representative.
- (d) RI Director or his nominee