

SkillsEquipped Ltd Trading as Service and Creative Skills Australia (SaCSA)

Nominations Committee Terms of Reference

Adopted by the SaCSA Board on 15 February 2024

Last modified: 11 December 2024

1. Purpose of the Committee and key responsibilities

- 1.1 The Nominations Committee is a standing committee of the Board of SaCSA;
- 1.2 The Committee will promote the efficient and effective governance of the Company and will assist the Company in furthering its objects as set out in the Constitution;
- 1.3 The Committee's key responsibilities include assisting the Board:
 - with the Director nominations and elections processes;
 - overseeing nominations for Board Committees;
 - with Board succession planning;
 - to oversee Director Induction and continuing professional development programs;
 - to evaluate the performance of the Board, its committees and directors;
 - in overseeing the appointment and performance of the CEO, and ensuring there are plans in place to manage the succession of the CEO and Senior Executives;
 - with CEO and Senior Executive remuneration to review the Board Charter and company by laws.

2. Responsibilities of the Committee

2.1 Director nominations and elections

The Committee will assist the Board to:

- a. recruit Directors who have the appropriate skills and experience to assist in the achievement of SaCSA's strategic objectives;
- b. maintain the Board skills matrix;
- c. define the criteria for director nominations based on the skills needs as set out in the skills matrix, and composition, eligibility and diversity requirements as set out in governing documents and company policies and the Jobs and Skills Councils Code of Conduct;
- d. seek director nominations through external advertising, membership nominations processes and professional recruitment services;

- e. review and consider the nominations in light of the director criteria and eligibility requirements;
- f. make recommendations to the Board as appropriate based on the skills needs as set out in the skills matrix and composition requirements as set out in the Constitution.

2.2 Board Committee member appointments

The Committee will assist the Board to:

- a. review Committee membership; and
- b. appoint Directors to the various Committee's based on the skills and knowledge requirements of each Committee and the composition requirements as set out in the Constitution and Committee terms of Reference.

2.3 Board succession planning

The Committee will assist the Board to:

- a. maintain Director tenure records and manage the director re-appointment process; and
- b. maintain Board succession plans to ensure continuity of skills and knowledge and compliance with the Board composition requirements as set out in governing documents and company policies.

2.4 Director Induction and continuing professional development programs

The Committee will assist the Board to:

- a. Develop an appropriate Director induction program;
- b. Identify the training and professional development needs of the Board and individual directors;
- c. Implement appropriate Board and / or Director training and professional development programs.

2.5 Board performance and evaluation

The Committee will assist the Board to:

- a. Develop and implement a suitable process for evaluating the performance of the Board, its committees and directors;
- b. Identify external consultants to assist in this performance and evaluation process, if required; and
- c. Assist the Board in adopting any recommendations from any performance and evaluation processes and reviews.

2.6 CEO appointment, performance and Senior Executive succession planning

The Committee will assist the Board to:

- a. Manage the CEO appointment process;
- b. Develop and monitor an appropriate performance framework for the CEO;
- c. Ensure plans are in place to manage the succession of the CEO and other senior executives.

2.7 CEO and Senior Executive remuneration

The Committee will assist the Board:

- a. with the development and review of SaCSA's CEO and Senior Executive Remuneration framework and policies; and
- b. by reviewing and advising on CEO and Executive remuneration packages.

2.8 Review the Board Charter and Director Policy

The Committee will assist the Board to:

- a. review the Board Charter and Director Policy every 2 years;
- b. make any recommendations for amendments to the Board Charter and Director Policy to the Board to ensure these remain fit for purpose.

2.9 Board Chair and CEO relationship

The Committee will assist the Board to assess the effectiveness of the CEO / Chair relationship.

3. Committee structure and procedures

3.1 Committee Composition and term

The Committee will be comprised of Directors appointed by the Board, including at least:

- a. One Independent Director, appointed as Chair of the Committee and who is not the Chair of the Board;
- b. One Employee Representative Director; and
- c. One Employer Representative Directors.

The Board will confirm membership of the Committee annually.

3.2 Quorum

The Committee will maintain a quorum of three (3) members for each meeting.

3.3 Meeting protocols

The Committee will utilise the Company Secretary, or other person nominated by the Chair of the Committee, to:

- a. take minutes of the meetings and proceeding of the Committee;
- b. maintain records of Committee reports and recommendations;
- c. ensure the agenda and supporting papers are circulated to the Committees members in advance of the meeting.

3.4 Conflicts of Interest

- a. The Committee members are required to disclose any actual, potential or perceived conflicts of interests they have in relation to the affairs of the Committee to the other members of the Committee;
- b. Committee members must not:
 - be present while any matter which relates to their conflict of interest is being considered; or
 - vote on the matter,

unless the other Committee members have passed a resolution that identifies the Committee member, the nature and extent of their conflict of interest and states that the Committee members are satisfied that the interest should not disqualify the Committee member from voting or being present.

3.5 Meeting Frequency

The Committee will meet quarterly and as required by the Board.

3.6 Technology

The Committee may meet by video or teleconference or other means required.

3.7 Committee Reporting

The minutes of each Committee meeting will be tabled at the next Board meeting.

4. Authority

- 4.1 The Committee has authority to:
 - a. investigate any matter brought to its attention; and
 - b. obtain any information that it requires from any employee and have access to employees in order to discharge its responsibilities.

5. Powers

- 5.1 The Committee has an advisory role to assist the Board; and does not have any power to commit the Board to any recommendation or decision made by it, except if it has express delegated authority from the Board.

6. Review

- 6.1 The Charter will be reviewed, and, if appropriate, updated by the Board every two (2) years.