

Basketball ACT Nominations Committee – Terms of Reference

1. Purpose

The Nominations Committee (the **Committee**) appointed by the Board of Basketball ACT (BACT) assists the Board in fulfilling its oversight responsibilities relating to:

- the selection of individuals to stand for election as directors at meetings of members; and
- the selection of individuals to be appointed to the Board as Appointed Directors or under a casual vacancy.

The Committee provides assurance that the Board has appropriate composition, size and commitment to discharge its responsibilities and duties. The existence of the Committee does not imply the fragmentation or diminution of the role of the Board.

2. Authority

The Board has authorised the Committee, within the scope of their duties and responsibilities set out in this charter to:

- perform the activities required to address its responsibilities and make recommendations to the Board; and
- require attendance by specified personnel at meetings as appropriate, with such attendance enforced by the Board.

2.1 Board composition and succession planning for Directors

- Establish criteria for the selection of new Directors to serve on the Board.
- Annually evaluate and analyse skills and knowledge of the Board and identify skills gaps and recommend actions to address any gaps.
- Review and make recommendations regarding the composition and size of the Board in order to ensure the Board has the requisite expertise and its membership consists of persons with sufficiently diverse and independent backgrounds to assist in the achievement of BACT's vision and goals.
- Research and identify for the Board appropriate candidates for consideration as Directors, as part of succession planning. In identifying candidates for membership on the Board, the Committee may take into account all factors it considers appropriate, which may include strength of character, mature judgment, career specialisation, relevant technical skills, diversity, and the extent to which the candidate would fill a present need on the Board.
- Review and assess nominees for director positions on the Board.
- Recommend that the Board fill Appointed Director positions or casual vacancies with candidates identified by this Committee.
- Recommend to the Members that they elect candidates identified by this Committee at Board elections.

- Review and make recommendations to the full Board whether Directors should stand for re-election and consider matters relating to the retirement of Directors, including enforcing term limits.
- Conduct all necessary and appropriate inquiries into the backgrounds and qualifications of possible candidates.
- Consider questions of independence and possible conflicts of interest of Directors.

2.2 Performance review

- Oversee the performance evaluation process of the Board (including the Chairperson and Directors).
- Conduct or organise annual review of the Board's performance against the strategic plan and Board Charter, and present findings to the Board.
- Annually review and assess each other Board sub-committee performance against that sub-committee's objectives, and present findings to the Board.

2.3 Training and education

- Ensure timely and relevant induction training for new directors.
- Recommend any relevant continuing professional development for Board members.

2.4 Board Requests

- Perform any other duty or undertaking that the Board may request from time to time.

3. Composition

The Committee shall comprise at least four, and not more than five, members from within the basketball community and with sufficient diversity of gender and age.

The Committee shall consist of:

- An independent Chair appointed by the Board with the requisite expertise to make a valuable contribution to the Committee;
- BACT President or appointed Director by the BACT Board;
- one representative from BACT Management;
- A maximum of two other persons from within the Basketball ACT Membership, who have long-standing involvement in the administration of the sport and the requisite expertise to make a valuable contribution to the Committee

Committee member rotation is encouraged. BACT must provide a Committee Secretary.

The composition of the Nominations Committee will be reviewed by the Board at the November Board meeting annually.

4. Meetings

The Committee must meet as required, but not less than two times per year. Participants may attend by video conference and/or teleconference. The Committee Chairperson or any Committee Member may call a meeting of the Committee. Committee Members shall declare any conflict of interest before the commencement of each meeting.

Any person may be invited by the Committee Chairperson to attend meetings of the Committee, but not necessarily for the full duration of the meeting.

A quorum must consist of more than half of the members of the Committee. The Committee Chairperson shall not have a second or casting vote.

5. Agenda and Notice

The Committee Chair in consultation BACT Management, will be responsible for drawing up the agenda (supported by any necessary explanatory documentation) and circulating it to the members of the Committee prior to each meeting.

BACT Management or their nominee, must notify the members of the Committee of the date, time and location of the meetings as far as possible in advance, but not less than one week before the meeting.

6. Reporting

The Committee Secretary or delegate must prepare the minutes of the Committee meeting within seven (7) working days. After the Committee Chairperson has given preliminary approval, the draft minutes are circulated to all Committee members and the other Directors through the Board Report by the Chair.

The Committee Chairperson will report to the Board on the Committee meetings regarding all relevant matters and appropriate recommendations in a written report for noting or approval by the Board.

7. Conflicts of Interest

BACT requires all committee members to disclose any conflict of interest, real or perceived that is relevant to their individual role and responsibilities. This is to be disclosed to the BACT Management in writing as soon as practicable at the time of becoming aware of the issue. Alternately conflicts of interest will be declared at the start of the committee meetings after all members have reviewed the upcoming agenda.

A real conflict of interest exists if the if the personal interests of an individual improperly influences the performance of their official duties. A perceived conflict of interest exists if the personal interests of an individual appear to, or could appear to, improperly influence the performance of the individuals' official duties. For further information and examples of conflicts of interest, refer to the Basketball ACT conflict of interest policy.

8. Confidentiality

Committee Members acknowledge that during their engagement they will have access to Confidential Information belonging to the Organisation.

Committee Members agree that they shall not at any time during (except in the proper course of carrying out the role) or after their tenure has ended, whether directly or indirectly, disclose to a third party or make use of any Confidential Information.

For the purposes of this Terms of Reference, Confidential Information is defined as all the information including trade secrets, Intellectual Property, marketing and business plans, client and supplier lists, computer software applications and programs, business contacts, finance, data concerning the Organisation or any of its related entities or any client of the Organisation's, finances, operating margins, prospect's lists, and transactions of the Organisation, and any materials provided by the Organisation, but does not include information in the public domain other than through a breach of an obligation of confidentiality.

9. Review

The Committee will review its Terms of Reference every two (2) years, or otherwise as it considers necessary. The Committee shall discuss any required changes with the Board and ensure that the Terms of Reference is approved by a resolution of the Board.

ToR last updated and approved by BACT Board:	26 September 2023
Next ToR review date:	September 2025
Responsible Person:	BACT Board