



MOUNTAIN BIKE AUSTRALIA

Mountain Bike Australia Limited
(MTBA Limited)
ACN 616 027 153

Nomination Committee
Charter

Distribution

MTBA Board

MTBA Nominations Committee

MTBA Chief Executive Officer

MTBA Staff

All MTBA Members (available via MTBA website)

Adopted by the Board 21 January 2017

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1. Introduction

The purpose of the Nomination Committee is to:

- Assess director candidates and to recommend nominees for Appointed Directors to the Board and provide guidance on nominees for Elected Directors;
- Evaluate and analyse skills and knowledge of the Board and identify and recommend skills and individuals to address any gaps;
- Lead the Board in its review of the Board's performance;

Perform other such other functions as the Board may from time to time assign to the Nomination Committee.

2. Role and responsibilities

The role of the Nomination Committee is to assist the Board in fulfilling its responsibilities to members of MTBA Limited by providing advice on:

- Matters relating to the composition and structure of the Board
- Matters relating to senior executive selection and performance
- Other matters as required.

The Nomination Committee is not a policy making body, but assists the Board by implementing Board policy and recommending nominations which require Board approval.

3. Applicability

This policy applies to any person nominating or being nominated for an elected or appointed position as an MTBA Director, and to persons nominating or being considered for appointment to a Sub-Committee established by the MTBA Board of Directors.

4. Composition and term

An independent MTBA Nomination Committee is established as a Sub-Committee by the MTBA Board to assess and evaluate all nominations for MTBA Board of Directors or Board Sub-Committees.

No member of the MTBA Nomination Committee can be a nominee for an upcoming elected or appointed Director position under consideration by the MTBA Nomination Committee at that time.

The MTBA Nomination Committee shall comprise:

- One member appointed by the Australian Sports Commission who has not held a position with MTBA as Management Committee Member, Director or Employed Staff.
- One Elected Director of MTBA.
- Two independent members, who must not have been MTBA Management Committee Members, Directors of MTBA Ltd, or Employed Staff in the previous 5 years unless otherwise approved by the Board.

The MTBA Nomination Committee will elect their own Chair from amongst the members of the MTBA Nomination Committee. In the event of a tied vote, the Australian Sports Commission member shall have a deciding vote.

Appointment to the Committee will be for two years or as determined by the Board.

5. Powers of the Nomination Committee

The powers of the MTBA Nomination Committee are set out in MTBA's Constitution.

The MTBA Nomination Committee assesses and evaluates nominations to ensure they comply with the Constitution and the requirements of this policy. They have authority to contact nominees to seek clarification on their nominations.

For Elected Director nominees, the MTBA Nomination Committee may only reject a nomination if the nominee does not comply with the MTBA Ltd constitution or is otherwise disqualified from being a Company Director (for example – the applicant is not an Australian Citizen or is under 18 years of age).

For Appointed Director nominees, the MTBA Nomination Committee additionally assesses nominees to ensure they have the appropriate skills, experience or qualifications for the appointment. The MTBA Nomination Committee may reject a nomination if it does not comply (for example, if the Board requires a certain professional qualification and the applicant does not have this qualification).

For either Elected or Appointed Director nominations, the MTBA Nomination Committee can only reject a nomination by unanimous vote of the MTBA Nomination Committee.

The list of nominees presented to the Board must contain the names of all nominees, including those whose nominations were rejected and the reason(s) for rejection.

6. Committee objectives and responsibilities

The objectives and responsibilities of the committee include:

- Determining that an appropriate and transparent process is in place for the effective succession planning and renewal of the Board, and Board Committees.
- Provide assurance that the Board has the effective composition, size and commitment to adequately discharge its responsibilities and duties.
- Conduct searches for new Appointed Board members and recommend preferred candidates to the Board.
- Assess the extent to which the necessary and desirable competencies are represented on the Board.
- Recommend required Board competencies, number and profiles of Board members.
- Ensure that Board succession plans are in place to maintain the required competencies, number and profiles of Board members.
- Review the nominations received from members who wish to be appointed to the Board in accordance with the preferred criteria and guidelines set out below.

- Annually present to the Board a list of individuals recommended for nomination for election to the Board and for appointment to the Committees of the Board (including this Committee);
- Continually monitor Board membership and structure to ensure that there is appropriate representation on the Board from across the membership.
- Develop a process for evaluating the performance of the Board.
- Monitor compliance with the AICD's corporate governance policies to the extent such policies are applicable to the Committee's Objectives and Responsibilities;
- Regularly review and make recommendations about changes to the charter of the Committee;
- Before recommending an incumbent, replacement or additional Director, reviewing his or her qualifications and experience, including capability, availability to serve, independence and other relevant factors (including appropriate background checks);
- Assist in identifying, interviewing and recruiting candidates for the Board with a view to achieving an appropriate balance of skills, knowledge, experience, independence and diversity to discharge the Board's duties and responsibilities, and maintaining a Board skills matrix to assist the Committee with this purpose;
- Annually review the composition of each Board Committee and present recommendations for Board Committee memberships to the Board as needed;
- The Committee also examines any other matters referred to it by the MTBA Limited Board.
- Provide advice to the Board on potential/ suitable candidates for the position of chief executive officer and recommend preferred candidates.
- Assist the Board in conducting searches and appointments of senior executives (as requested)
- Ensuring that succession plans are in place.

In discharging their responsibilities, the committee members have a duty to act in the best interests of MTBA Limited as a whole, irrespective of personal, professional commercial or other interests, loyalties or affiliations and to take the company's interest into consideration with candidates for Board members.

7. Nomination criteria for Appointed Directors

When reviewing a Nomination for an Appointed Director, the Nomination Committee must take into account:

- The level of seniority in the nominee's workplace.
- Previous and other directorial experience.
- The level of further education undertaken by the nominee.
- The standing of the nominee in the community.
- Qualifications.
- Skills set of the nominee to complement the skill set of the Board.
- Industry/professional sector of the nominee to ensure diversity on the board, keeping in mind the composition of the membership at large.
- Consideration of their experience as a recognised thought leader and team player.
- Declared/apparent conflicts of interest.
- Directors of MTBA must be an Australian citizen.
- The minimum age of a Director member is eighteen years at the time of their nomination.
- Any other attributes that the Nomination Committee believes will benefit the company.

Further guidelines are provided in Appendix A of this document.

8. Meetings

The Committee will hold meetings at least twice each year and additionally as it considers necessary.

A quorum will be one more than half the members. In the chair's absence from a meeting, the members present will select a chair for that particular meeting (who shall not be the Chair of the Board).

Committee members will be invited to disclose conflicts of interest at the commencement of each meeting.

In the chairman's absence from a meeting, the members of the committee present at the meeting will select a chairman for that particular meeting.

Meetings of the committee may be held face-to-face or through any technological means by which members can participate in a discussion.

The notice and agenda of meetings will include relevant supporting papers as appropriate.

The committee may invite other people to attend as it sees fit, and consult with other people or seek any information it considers necessary to fulfil its responsibilities.

The chairman will communicate the decisions of the committee to the board after each meeting within a reasonable period.

9. Secretariat duties

The company secretary or another delegated person undertakes the duties of secretariat.

Proceedings of all meetings are minuted, ratified by members in attendance and signed by the committee chair.

The company secretary will undertake the call for nominations, as specified by the Nomination Committee.

Once the nominations received have been assessed and recommendations made, the committee advises the Board in accordance with its delegation.

Nominees are informed of the appointment or not by the Chair of the Board of MTBA Ltd or Chair of the Committee if delegated to do so.

10. Voting

Any matters requiring a decision will be decided by a majority of votes of members present.

11. Review of charter

The committee should review their charter annually to provide assurance that it remains consistent with the board's objectives and responsibilities. The Board approves or further reviews the charter.

Appendix A - Identifying and Evaluating Director Candidates

The Nomination Committee will seek individuals qualified to become Board members for recommendation to the Board as appropriate. Appointed Directors may be nominated to the Board and will be appointed in accordance with MTBA Limited Constitution. The Nomination Committee will conduct the appropriate inquiries into the backgrounds and qualifications of possible nominees. The Nomination Committee will investigate and review each proposed nominees qualifications for service on the Board including comparing such qualifications with existing Board qualifications and requirements, and where appropriate, recommend nominees for Appointed Directors.

The Nomination Committee works with the Board as required determining the appropriate characteristics, skills and experience for the Board as a whole and its individual members. In evaluating the suitability of individual director candidates, the Nomination Committee will take into account many factors, including but not limited to:

Qualifications

- Level of experience in administration, management or Boards in sport or community programs;
- Level of experience in MTB through international, national or state based competition, coaching, team management or administration;
- Experience at Board or CEO level in other sports;
- Significant experience in media and/or sponsorship;
- Experience with large company or not for profit boards and corporate governance;
- Experience in planning and strategy;
- Knowledge and experience of MTBA's core business products, identified areas of focus and other disciplines relevant to the success of MTB;
- Understanding of MTBA Limited's business on a strategic and technical level; and
- Demonstrated success in the individual's chosen career or recognised for their achievements to the extent of being able to add value to the Board from their own experience or networks.

Personal Traits

- Ability to work in a collegiate manner;
- Ability to positively represent MTBA Limited at all levels of the sport, the community and government;
- Willingness to discuss issues from a holistic basis rather than position or personal bias basis;
- Capable of adding value in wide ranging discussions on the sport;
- Capable of engendering respect for views based upon experience or community standing; and
- Integrity and commitment to devote the time and attention necessary to fulfil his or her duties to MTBA Limited.

Board Composition

The MTBA Limited Board's aspiration is to achieve equal gender representation with a minimum target set of 40% for female representation at all times.

Directors must not:

- Have had any involvement whatsoever with any form of performance enhancing drugs;
- Been convicted of any crime;
- Been refused any police clearance to work with children or vulnerable people that may have been required in any previous role;
- Be currently banned by any regulatory authority from acting as a Director or in an administrative capacity;
- Have brought MTBA Limited and/or the sport of mountain bike into disrepute;

Overall Evaluation Criteria

The Nomination Committee will also evaluate each individual in the context of the Board as a whole, with the objective of recommending a group that can best perpetuate the success of MTBA Limited and represent MTBA Limited's interests through the exercise of sound judgment, using its diversity of experience.

Additional Criteria for Current Directors

In determining whether to recommend an Appointed Director for re-election, the Nomination Committee will consider the Director's past attendance at meetings and participation in and contributions to the activities of the Board.

No Specific Limitation on Service on Other Boards

Board members should not be prohibited from serving on the Board of other organisations. The Nomination Committee will take into account the nature of and time involved in a Director's service on other Boards in evaluating the suitability of individual Directors and making its recommendations to the Board.

Other Reference Sources

The Nominations Committee is referred to the following documents to assist in understanding their role, function and the positions and process for which they are to consider Directors of MTBA Limited;

- MTBA Limited Constitution
- MTBA Limited Board Charter

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