

Nomination and Remuneration Committee Charter

1. Purpose

The Nominations and Remuneration Committee (the **Committee**) appointed by the Squash Australia Board (the **Board**) assists the Board in fulfilling its oversight responsibilities relating to:

- the review and/or assessment of individuals to stand for election as Directors of Squash Australia (SA);
- the selection of individuals to be appointed to the Board as Appointed Directors or under a casual vacancy;
- the Board structure and membership appropriate to the needs of the Company;
- programmes for enhancing Director competencies;
- the induction programme for new directors;
- Director and Board evaluation policies and processes;
- the negotiation of workplace agreements where appropriate;
- review the adequacy of professional indemnity and liability insurance for Directors;
- the development of:
 - appropriate pro-forma employment contracts
 - company policy for incentive arrangements and bonuses
 - other policies in relation to staff recruitment, retention, termination and employment conditions.
 - the selection of the Chief Executive Officer, his or her performance reviews and remuneration

2. Membership

The Membership of the Nomination and Remuneration Committee is to include:

- Two Board directors;
- One independent person with professional skills and experience relevant to the Board selection and performance evaluation. The Board is to approve the independent person on recommendation from the Committee. This position can be filled by a person in their professional capacity, eg a lawyer or accountant, who can be remunerated only for their professional services and advice provided. This person shall hold the position of Committee Chair.

a. Other Meeting Participants

The Chief Executive Officer will be invited to all meetings of the Nominations and Remuneration Committee, except for agenda items that relate to his or her role. Other members of the management team will be invited as appropriate. Representatives from the company's industrial relations and other relevant external bodies will be invited to attend Committee meetings at the discretion of the Committee.

b. Meeting Frequency

Meetings of the Committee are expected to be at least held bi-annually or as otherwise resolved by the Committee. In addition, the Committee Chair may call such additional meetings as may be necessary to address any matters referred to the Committee or in respect of matters that the Committee wishes to pursue.

A meeting calendar is to be agreed between the Committee Chair and Chief Executive Officer prior to the commencement of each financial year. The meeting calendar is to take account of the timing of key milestone events such as executive performance review, remuneration reviews including performance bonus arrangements, and Committee performance and membership reviews.

c. Approval of Charter

The Nomination and Remuneration Committee Charter has been endorsed by the Committee and approved by the Board.

Committee Charters: General Provisions

3. Invitees to Meetings

The Committee Chair is authorised to request any employee, contractor or consultant to Squash Australia to attend all or part of a meeting to inform or advise the Committee in relation to matters being addressed and such person must attend. The Committee retains the right to request any guest to withdraw to enable it to discuss matters in confidence.

The Committee Chair shall ensure that invitees to meetings understand that they are privy to discussions on the basis of confidentiality. Unless otherwise agreed, there must be no disclosure of the nature or content of Committee deliberations.

4. Business Rules

a) Decision making process

Meetings shall be conducted on a formal basis and be effectively minuted by the Committee Secretary as to proceedings and decisions. The Committee Secretary shall be appointed by the Committee Chair.

A decision requires majority in order to be passed. If all votes are equal, the motion is lost and the Committee Chair is to place the view to the Board. As far as practicable, decisions of the Committee shall be regarded as its collective decision or advice.

Except for a minority vote being placed to the Board, the decision of the Committee is final, is not appealable and cannot be overturned by the Board unless there is evidence of fraud or gross negligence on behalf of the Committee.

b) Quorum

A majority of Committee members must be present in person or by telephone to provide a quorum.

c) Use of proxies

As membership is person based rather than position based, appointed members are to attend the Committee meetings personally (which can include by telephone). Proxies are not permitted.

d) Agenda

Each meeting agenda must be prepared in consultation with the Committee Chair and should be distributed to the Committee (and made available to all other Directors on request) at least five working days prior to a meeting.

e) Conflict of Interest

Declaration of conflicts of interest will be a standing agenda item for each meeting of the Committee. Members will be asked by the Chair to declare any perceived or actual conflict associated with any item on the meeting agenda. It is appreciated that members of the squash community are known to each other, but the mere knowledge of an applicant under consideration does not constitute a conflict unless a Committee member feels that they cannot make a decision on a fair and impartial basis.

f) Minutes

The Committee will keep minutes of its meetings. The Committee Secretary shall submit draft minutes within five working days of the meeting to the Committee Chair for comment and change, and will then circulate the draft minutes to all members of the Committee for comment. The draft minutes will be circulated to the Board with the Agenda papers for the next Board meeting. The draft minutes will also be circulated with the Agenda papers for the next meeting of the Committee and, when confirmed by the Committee, signed by the Committee Chair.

g) Report to Board

The Committee Chair is to provide a report to the Board which includes key matters requiring referral to the Board and recommendations from the Committee for adoption by the Board. The Committee Chair may include any other information in the report to support the recommendations.

h) Referral for outside advice

If the Committee determines that it requires the use of a third party (including but not limited to legal or accounting advice), then the Committee is to seek approval from the Board prior to incurring any cost.

i) Annual Review of Committee & Charter

Annually, the Committee Chair shall:

- assess the performance of the Committee and take appropriate action in respect of areas where there is a perceived need for enhancement of its role, operational processes or membership; and
- provide each member of the Committee with feedback on that person's work performance and professional contributions to the Committee's activities for the year.



Squash Australia Ltd
Office 9, Sports House
150 Caxton St
Milton, QLD, 4064

T: (07) 3367 3200
F: (07) 3367 3320
squashoz@squash.org.au
www.squash.org.au

Australian Commonwealth, Games Association, Oceania
Squash Federation, Confederation of Australian Sport, Australian Olympic Committee

ABN: 73 072 625 935

The results of such reviews shall be provided directly to the Board on annual basis. In addition, the Committee will review this Charter at least once each year and, if appropriate, will include any recommendations for its amendment in the Committee's report to the Board.

