



# Nomination & Remuneration Committee Charter

Version 2.0



## **PURPOSE**

The Nomination and Remuneration Committee has the following specific functions:

- i) To assist the Chairperson and the Board in ensuring that the Board is comprised of individuals who collectively are best able to discharge the responsibilities of the Board.
- ii) To review the Remuneration Policy and remuneration scales and recommend any changes to the Board.
- iii) Review the performance, contractual terms and conditions and remuneration of the Chief Executive Officer and recommend any changes to the Board.

## **MEMBERSHIP**

1. The Committee will consist of at least three non-executive Board members appointed by the Board. The Board Chairperson will be a member.
2. The Committee is led by a Chair, who is independent of management and appointed by the Board.
3. Members will be appointed for an initial period of up to three years as determined by the Board.
4. The Board may remove a committee member at any time or a member may resign.
5. The Chief Executive Officer and/or management may be requested to attend meetings or part of a meeting of the Committee.
6. The Committee will be administratively supported by a secretary who is appointed by management.

## **DUTIES AND RESPONSIBILITIES**

### **General**

7. The Committee will provide the Board with the Minutes of each Committee meeting.
8. The Committee Chair will report to the Board after each Committee meeting on any matters that need to be drawn to the attention of the Board. Where necessary it will provide the Board with its recommendations.

### **Nominations**

9. The Committee will:
  - a) Ensure an up-to-date Board Skills Matrix is reviewed and the skill composition of the Board assessed on a regular basis.
  - b) Invite and assess nominations for Board vacancies which will include consideration of those who have registered an interest in serving on Government Boards.
  - c) Provide the Board with recommendations for new Board members and/or the re-appointment of current directors, for consideration by the Minister for Sport and Recreation.

### **Remuneration**

10. The Committee will:
  - a) Review the WAIS Remuneration Policy and pay scales.
  - b) Review and recommend to the Board actions relevant to remuneration policy and role ranges.
11. For the avoidance of any doubt, the Chief Executive Officer is responsible for the setting of the contractual terms and conditions and remuneration of all staff outside of themselves.

### **Review of the Chief Executive Officer:**

12. The Committee will:

- a) Annually review the performance of the Chief Executive Officer.
- b) Review and recommend to the Board the Chief Executive Officer's contractual terms and conditions.
- c) Review and recommend the remuneration of the Chief Executive Officer.

### **ADMINISTRATIVE RESPONSIBILITIES**

#### **Meetings**

13. The Committee will meet at least twice per year and as required to fulfil its obligations. Meetings can be in person, online or a combination of these.

14. At any Committee meeting two (2) members of the Committee shall form a quorum.

#### **Secretariat**

15. The CEO will formally appoint an officer to provide secretariat services to the Committee. These services include:

- a) Preparing a meeting agenda for each meeting that is approved by the Chair.
- b) Circulating the meeting agenda and supporting papers at least one week before the meeting.
- c) Preparing minutes of the meetings and circulating them no later than two weeks after the meeting.
- d) Maintaining final meeting papers and minutes in accordance with the record keeping requirements of WAIS.

#### **Committee performance assessment arrangements**

16. The Chair of the Committee, in consultation with the Board, will review the performance of the Committee annually.

17. The review will be performed using an approved assessment tool with appropriate input from the Board, Committee Members, Senior Management and any other relevant stakeholders.

18. The Chair will provide advice to the Board on the members' performance.

#### **Reporting**

19. The Committee will, as often as necessary, and at least once a year, report to the Board on its operations and activities during the year and confirm to the Board that all functions outlined in this Charter have been satisfactorily addressed.

20. The Committee may, at any time, report to the Board on any other matters it deems to be sufficiently important. In addition, any individual Committee member may request a meeting with the Board at any time.

### **REVIEW AND REVISION**

This Charter will be reviewed every two years and more frequently if required. Review will be undertaken by the Committee and any revisions approved by the Board.

## Revision History

Date	Version	Approved by	Changes made
January 2024	1.0	WAIS Board	New Committee Charter to incorporate both Remuneration and Nominations into the one Committee.
03/11/2025	2.0	WAIS Board	Updated to be consistent with formatting of other governance committee charters.

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