



NOMINATIONS COMMITTEE

TERMS OF REFERENCE

1. Role

- (a) The ANZSN (**Society**) Nominations Committee (**Committee**) is a committee of the Society's Council (**Council**).
- (b) The Committee provides advice to the Council and exercises delegated powers and functions of the Council as set out in these terms of reference, or as directed by Council from time to time, under clause 43 of the Society's Constitution.
- (c) The specific purpose of the Committee is to advise on matters relating to the composition, structure and performance of Council to promote the effective governance of the Society.

2. Functions

- (a) The Committee's functions are to:¹
 - (i) Monitor, review and recommend the required competencies of Council members within the context of the ANZSN constitution, and recommend educational initiatives to support Councillors contribute at an optimal level;
 - (ii) Ensure that the Council succession plans are in place to maintain the required mix of skills and experience, as applicable through the appointment of non-elected positions and casual vacancies;
 - (iii) Conduct searches for new Council members to fill non-Member Councillor positions and casual vacancies and recommend preferred candidates to Council for approval;
 - (iv) Develop a process for evaluating the performance of Council; and
 - (v) Review and recommend to Council Members considered suitable for nomination for an Australian or New Zealand honour;
 - (vi) Such other functions relating to the composition, structure and performance of Council as may be determined by the Council from time to time.
- (b) In reviewing a nomination for a non-elected or casual position on Council, the Committee must take into account the following criteria in recommending an appointment to Council:
 - (i) Previous and other directorial experience of the nominee;
 - (ii) The level of seniority of the nominee (in relation to the profession they represent);

¹ AICD, Nomination committee charter [https://aicd.companydirectors.com.au/-/media/cd2/resources/director-resources/director-tools/pdf/05446-5-9-mem-director-rob-nomination-charter_a4-web.ashx]

- (iii) The qualifications and level of further education achieved by the nominee;
 - (iv) The standing of a nominee in the (renal) community, as applicable;
 - (v) Whether the skill set of the nominee complements the skill set of the Council;
 - (vi) Whether the nominee represents a particular segment of the Nephrology community that will bring balance and diversity to the Council, as appropriate;
 - (vii) Consideration of the nominee's experience as a thought leader and team player;
 - (viii) Any declared or apparent conflict of interest; and
 - (ix) Any other attributes that the Committee believes will benefit the Society.
- (c) In fulfilling its functions, the Committee will have regard to the principles of gender equity and diversity.

3. Membership

- (a) The composition of the Committee is to include at least three elected Council members, including one member ordinarily resident in New Zealand.
- (b) Membership will include the:
- (i) President;
 - (ii) President Elect;
 - (iii) Honorary Executive Officer; and
 - (iv) Honorary Treasurer.
- (c) The Committee may co-opt the services of any other person if it considers this desirable, however that person will have no voting rights at any meeting of the Committee and will not be counted in determining a quorum.

4. Terms of appointment

- (a) The term of appointment will align with the term of appointment on Council in the nominated position of President, President Elect, Honorary Executive Officer or Honorary Treasurer as applicable.

5. Chair

- (a) The President is to Chair the Committee.

6. Meetings

- (a) The Committee shall meet as required fulfill its Terms of Reference.
- (b) A quorum of members:
- (i) must be present before a meeting may proceed; and
 - (ii) is constituted by half the members eligible to vote plus one voting member.
- (c) The Committee may make a decision by a show of hands, or where demanded by a member entitled to vote, a ballot.

- (d) The Chair of the Committee (or the person acting as Chair in the Chair's absence) will have a deliberative and, in the case of equal votes, a casting vote.
- (e) The Committee may make a decision without a meeting if all committee members eligible to vote sign their consent on a document (which may have counterparts), which states the decision.
- (f) No business may be considered at a meeting of the Committee until the minutes of the previous meeting have been confirmed or otherwise disposed of. No discussion of the minutes is permitted except as to their accuracy.
- (g) Minutes of a meeting must be confirmed by resolution and signed by the Chair at the next meeting. Minutes confirmed and signed in that way will be taken as evidence of proceedings of that meeting.
- (h) Committee meetings, to the extent practicable, will be digitally recorded for the purposes of minute taking. Recordings will be disposed of once the minutes have been accepted.

7. Secretariat

The Society will provide administrative resources to assist the Chair (or in their absence, the Deputy Chair) to schedule Committee meetings, draft the meeting agenda and prepare minutes of Committee meetings.

8. Reporting

- (a) The Chair will report the Committee's recommendations to the Council.
- (b) All Committee meeting minutes will be forwarded to the Council.
- (c) Additional written reports will be provided to the Council at the Council's request.

9. Confidentiality

All business of the Committee, other than information before the Committee already available in the public domain or intended for dissemination in the public domain, is confidential and must be treated as confidential by all Committee members. Members are not to disclose any confidential information to anyone outside the Committee, other than to Councillors, without the prior approval of the Chair in consultation with the Councillor member, and are to treat this material with the utmost care and discretion.

10. Conflicts of Interest

- (a) A Committee member must declare any conflict of interest to the Chair if they, their partner or close family friend, has a direct financial or other personal or professional interest which influences, or may appear to influence, proper consideration or decision-making by the Committee on a matter or proposed matter.

- (b) In the case of a declared conflict of interest, the Chair must:
 - (i) determine the nature of that member's permitted participation, whether that is full participation in the Committee's handling of that issue, capacity to discuss the issue but not to vote on the issue, a prohibition on discussing or voting on the issue, or departure from the meeting while that issue is being handled;
 - (ii) advise the person concerned of the Chair's determination; and
 - (iii) report the determination to the Committee and the Council.

11. Funding

- (a) Council will consult with and formally advise the Committee each year on the budgetary allocation to support the Committee's functions.
- (b) Council will consult with the Committee about the development of a workplan to assist with the implementation and progress reporting of Committee led projects and initiatives.

12. Delegation to the Committee

- (a) The Chair and members of the Committee, must obtain express written permission from the Council or Chair of the Council before purporting to act or communicate on behalf of the Society or Council.

13. Amendments to the ToRs

- (a) The Committee may review these Terms of Reference at any time.
- (b) The Committee may recommend amendments to these Terms of Reference to the Council.
- (c) The recommended alteration takes effect on approval by the Council.

14. Bylaws

In accordance with clause 44 of the Society's Constitution the Council may make bylaws relating to the conduct or management of the business of all committees, which includes this Committee, or otherwise for the purpose of carrying out its objects.