

TERMS OF REFERENCE

ROYAL AUSTRALASIAN COLLEGE OF SURGEONS

Division:	Office of the President and the CEO	Ref. No.	TOR-1146
Department:	Governance		
Title:	Nominations Committee		

1. INTRODUCTION

The Nominations Committee (the Committee) is established as a Committee of Council, as required under Clause 6.5 of the Company's Constitution.

Clause 6.5 of the Company's Constitution provides as follows:

6.5 Appointment of Additional Fellow Directors to the Board

- 6.5.1 Subject to this Constitution, and clause 6.1 specifically, Council must determine any procedures or matters in relation to the selection process to appoint or remove Additional Fellow Directors and may make Regulations for that purpose.
- 6.5.2 The Regulations pursuant to clause 6.5.1 must be consistent with the following:
- (a) before each annual general meeting, the Board will:
 - (1) identify the requisite skills and experiences required on the Board;and
 - (2) advise Council of the identified skills and experiences.
 - (b) Council will convene a committee for the purpose of:
 - (1) identifying suitable candidates for the position of Additional Fellow Director(s);
 - (2) conducting a selection process; and
 - (3) recommending preferred candidates to the Board
 - (c) the committee must recommend candidates to be appointed as Additional Fellow Directors on the basis of their skills, experience and abilities aligned to the College's strategy deemed necessary or desirable by the Board (including, without limitation, to complement the Independent Directors) for the effective operation of the Board;
 - (d) prior to each annual general meeting, and after considering the recommendations from the committee conducting the selection process, Council may:
 - (1) appoint membership elected Councillors as Additional Fellow Directors; and/or
 - (2) nominate a Fellow who is not a member of Council to stand for election as an Additional Fellow Director.

These Terms of Reference outline the role, responsibilities and operating procedures of the Committee, and shall be reviewed by the Council at least every two years.

2. PURPOSE

The Committee's purpose is to identify suitable candidates for appointment by Council or election by Members (Fellows) as Additional Fellow Directors to the Board.

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3. ROLES AND RESPONSIBILITIES

The Council will, upon receipt of advice from the Board concerning the skills and experiences the Board is looking for on the Board (pursuant to Clause 6.5.2(a) of the Constitution) convene the Committee and request the Committee to make recommendations to the Council on the matters listed below.

The main responsibilities of the Committee are to:

- ensure the procedures and by-laws established by the Council for the identification, selection and recommendation for appointment and/or election of Additional Fellow Directors are followed.
- based on the skills and experiences identified by the Board:
 - seek expressions of interest / applications from Councillors for appointment to the position of Additional Fellow Director(s).
 - seek expressions of interest / applications from Non-Councillor Fellows (as appropriate) to nominate for election by the Members (Fellows) to the Board as an Additional Fellow Director(s).
 - assess Councillor and Non-Councillor Fellow applications, conduct interviews and make recommendations on Additional Fellow Director appointments to the Council;

The Committee is authorised by the Council to:

- investigate any activity within its terms of reference.
- with the approval of the CEO or the Board, access independent expert advice or support to assist the Committee to perform its role
- seek any information it requires, through the CEO or Board / Council Secretary, from any Director, employee, consultant or other provider of services to the Company, in order to perform its duties
- call, through the CEO or Board / Council Secretary, any employee to provide information at a meeting of the Committee as and when required.

4. MEMBERSHIP

4.1 Composition

The Committee will comprise of not less than four (4) nor more than six (6) members, including two appointed by the Board, one of whom must be an independent Director who is on the Board, and up to four (4) members appointed by Council (Council Appointed Committee Members). Council Appointed Committee Members must not be on the Board and a majority of the Committee members must be Councillors. At least one (1) Committee member should be from Australia and at least one (1) Committee member should be from New Zealand Aotearoa.

Council Appointed Committee Members will be appointed for a term of two years, with the possibility of being reappointed by the Council for subsequent terms.

Council Appointed Committee Members must have sufficient qualifications and experience to ensure that the Committee is able to fulfil its duties.

4.2 Chair

The Committee Chair is to be appointed by Council from one of the Council Appointed Committee Members.

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Appointment will be for a term of two years, with the possibility of being reappointed by the Council for subsequent terms. The appointment of a Deputy Chair is at the discretion of the Committee.

All Committee meetings shall be chaired by the Committee Chair. In the absence of the Committee Chair and/or an appointed Deputy Chair, the remaining Committee Members present shall elect one of themselves to chair the meeting and to provide feedback to the Committee Chair as to the salient points and outcomes of that meeting.

4.3 Remuneration

Only Council Appointed Committee Members that are not Councillors may be remunerated for their role on the Committee.

Any such remuneration must be firstly approved by the Board.

5. MEETINGS

5.1 Frequency of meetings

The Committee will meet as often as is necessary to carry out its responsibilities, being a minimum of once per year.

Additional meetings may be scheduled as directed by the Council or Committee Chair, or otherwise as necessary to discharge the responsibilities of the Committee.

5.2 Agenda and minutes

The agenda and papers for Committee meetings should be circulated to Committee Members no less than five working days before each meeting.

The Committee Secretary shall finalise the agenda with the Committee Chair prior to circulation to the Committee Members. Any Committee member may submit an agenda item to the Committee Secretary for inclusion on the agenda.

The Committee shall ensure that accurate minutes of all Committee meetings are prepared

The Committee Secretary must complete the draft minutes within two working days of the meeting and circulate the minutes to the Chair for review and to the Committee Members for approval within five working days of the meeting.

The final approved minutes shall be presented to the Committee for ratification at the next Committee meeting to be signed by the Committee Chair. The Committee Secretary will maintain a complete and up to date record of all meeting minutes and action items.

A copy of the minutes must be provided to the Council and to the Board.

5.3 Attendance at meetings

Members are required to attend all Committee meetings in person or through such technology as may be deemed appropriate.

The CEO and Committee Secretary are standing invitees to Committee meetings but may not vote on any decisions by the Committee.

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5.4 Quorum

A quorum for meetings shall be at least half of the Committee members. If a quorum is not achieved, a decision to continue with the meeting will be made by those present. If the meeting continues, all decisions must be ratified at the next Committee meeting or out-of-session.

5.5 Decision-making

The Committee is to make recommendations to the Council and does not have delegated decision-making authority from the Council.

The Committee will strive to make decisions on matters within its scope on a unanimous basis. In any instance where this cannot be achieved, the Chair will put the issue to a simple majority vote.

5.6 Proxies

If a Committee Member is unable to attend a meeting for reasonable cause, a proxy may be nominated to attend the meeting on that Committee Member's behalf. The nominated proxy will have voting rights and must be selected by the Committee Member with capacity to make decisions on the Committee Member's behalf.

Proxy nominations must be approved by the Committee Chair prior to the meeting.

5.7 Management of out of session matters

From time to time, matters may arise requiring the review, approval or endorsement by the Committee. In such cases, the Committee Chair shall determine the relative urgency of the request and may either:

- call a special meeting of the Committee
- put the matter to vote by the Committee out-of-session in such form as may be directed by the Chair, which may include by way of email, with the vote of the majority of Members representing the decision of the Committee; or
- provide a response on behalf of the Committee, which is to be tabled at the next Committee meeting.

6. SECRETARIAT

The Company Secretary or such other person nominated by the Company Secretary shall act as the secretary of the Committee (the Committee Secretary). The Committee Secretary shall attend all Committee meetings and is responsible for making all administrative arrangements for Committee meetings, preparing and circulating meeting papers and minutes, or such other secretariat support as may be required.

7. REPORTING

The Committee reports to the Council. The Committee Chair, with the support of the Committee Secretary, must present feedback, including a copy of the minutes, at the next scheduled Council meeting following each Committee meeting, or if requested at any time.

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8. CONFIDENTIALITY AND PRIVACY

All non-public information that Committee Members acquire in the course of performing their duties should be treated as confidential, which obligation continues to apply when a Committee Member no longer serves on the Committee. Other than as authorised by Council or the Board or as required by law, Committee Members shall not divulge such confidential information, use or appear to use such confidential information for personal advantage or for the advantage of a third person. Any personal information shall be treated in accordance with the Privacy Policy.

9. CONFLICTS OF INTEREST

Committee Members must act with honesty and integrity, be open and transparent in dealings, and avoid allowing personal interests or duties to conflict with the interests of the Company and, where it exists, to identify and disclose any potential, perceived or actual conflicts of interest or related party transactions.

The declaration of interests will remain a standing agenda item for each Committee meeting and Committee members will be expected to declare the nature and extent of any actual, potential or perceived conflict of interest at the start of each Committee meeting, if it is likely to have an impact on a discussion or decision being made by the Committee.

Declared actual, potential or perceived conflicts must be recorded in the minutes and where these are determined by the Committee to be material or significant, they must be recorded in the Register of Conflicts.

Material or significant actual, potential or perceived conflicts must be managed in accordance with the approved Conflict of Interest Policy and the mechanics for managing the conflict must be recorded in the minutes.

10. ASSOCIATED DOCUMENTS

No associated documents listed

Approver – Authoriser: Council