

TERMS OF REFERENCE

AusTriathlon Nominations Committee

Preamble

AusTriathlon (AusTri) is a not-for-profit company limited by guarantee, responsible for governing and promoting triathlon across Australia and representing its members to World Triathlon. Committed to fostering a diverse and skilled Board, AusTri seeks to reflect the broader Australian community and drive national growth and development of multi-sport.

1. Title

The name of the Committee shall be the 'AusTriathlon Nominations Committee' (Nominations Committee).

2. Establishment

The Nominations Committee was established under Rule 37 of the Constitution and continues in operation until the AusTri Board determines otherwise.

Following the Nominations Committee's review of these Terms of Reference, the Board shall consider any recommendations or proposed amendments by 31 December in each year.

Capitalised terms in these Terms of Reference have the meanings assigned to them in the Constitution, unless otherwise defined herein or required by the context.

3. Purpose

The purpose of the Nominations Committee is to assess and recommend appropriate candidates for election or appointment as Directors, ensuring the Board comprises individuals with diverse skills and experience capable of effectively fulfilling their duties in the best interests of AusTri and the broader triathlon community.

4. Membership

- (a) Number – The Nominations Committee shall consist of a minimum of three (3) persons, appointed annually by the Board, with due consideration given to gender representation.

- (b) Limitations – Members of the Nominations Committee are ineligible to be candidates for a Director positions. All members must declare any conflicts of interest prior to the commencement of each meeting;
- (c) Chair – The Nominations Committee shall be chaired by an independent individual, in accordance with the Australian Sports Commission (ASC) governance principles, appointed by the Board;
- (d) Executive Support – The Nominations Committee will be supported by a current AusTri staff member, who will provide executive support as required;
- (e) Terms – Each member of the Nominations Committee shall serve until 31 December of the year of their appointment, unless re-appointed by the Board. Ideally, all appointments should be made by 30 June in each year.

5. Responsibilities

Duties and Responsibilities of the Nominations Committee:

- i) Establish the process and timelines for assessing candidates for Elected and Appointed Director roles (including for casual vacancies), ensuring alignment with the Constitution and obligations under the Corporations Act 2001 (Cth);
- ii) Review applications, conduct interviews, and undertake reference and background checks as required);
- iii) Assess candidates against the Board Skills Matrix, with consideration to achieving diversity and gender equity in accordance with Rule 30 of the Constitution;
- iv) Recommend suitable candidates for election or appointment to the Board, based on an evaluation of their skills and experience against the Board's current and future requirements;
- v) Prepare a candidate review report for presentation to the Board and State and Territory Triathlon Associations (STTAs) for Elected Director roles, or to the Board for Appointed Director roles. The report will outline:
 - a. The assessment process undertaken;
 - b. The Nominations Committee's evaluation of each candidate; and

- c. Recommendations for election at the AGM (Elected Directors) or appointment (Appointed Directors).

Exclusions from the Nominations Committee's Responsibilities:

- vi) The Nominations Committee is not responsible for developing the Board Skills Matrix. This is reviewed and updated annually by the Board to assess the current mix and future needs regarding skills, experience, expertise, diversity (including geographic), and personal attributes. Then Board will finalise the Board Skills Matrix for Elected Directors prior to each AGM and for Appointed Directors following each AGM;
- vii) The Nominations Committee does not manage the initial nomination process or candidate information. The Board will direct the Company Secretary to:
 - a. Advertise Director vacancies in line with the Recruitment and Talent Sourcing Strategy;
 - b. Issue an information package outlining the skills sought (as per the Board Skills Matrix), position description, and desired personal attributes;
 - c. Receive and acknowledge the candidate applications; and
 - d. Serve as the primary contact for candidate enquiries regarding the process or eligibility.

6. Conflicts of Interest

Members of the Nominations Committee must:

- Disclose any actual, potential, or perceived conflicts of interest;
- Take all reasonable steps to manage or resolve such conflicts; and
- Comply with the disclosure and voting restrictions set out in the *Corporations Act 2001* (Cth).

7. Confidentiality

All deliberations of the Nominations Committee are to remain confidential, except where disclosure is necessary to fulfil its responsibilities, such as including relevant opinions in the candidate review report.

8. Meeting Protocols

- (a) Frequency – The Nominations Committee shall meet as often as necessary to carry out its responsibilities.
- (b) Quorum – A meeting quorum required a majority of Nominations Committee meetings to be present.
- (c) Minutes – Minutes must be recorded by the AusTri staff member providing executive support to the Nominations Committee.
- (d) Procedures – Unless otherwise specified in these Terms of Reference, and in accordance with Rule 37.4 of the Constitution, the procedures outlined in Rule 34 (applicable to Board meetings) will apply to the Nominations Committee, including notice requirements, use of technology, and majority-based decision making.

Document Control Information

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