

# 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 March in the year immediately following the review.

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 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;
- 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, having regard to gender parity amongst the membership of the Board in accordance with the Constitution;
- 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).

For Elected Director roles, ensure that STTA's are provided with sufficient, relevant information to enable informed and accountable decision-making, while maintaining appropriate privacy and confidentiality protections.

Without limiting the above, the information provided to STTAs may include:

- The current Board Skills Matrix approved by the Board;
- A candidate statement outlining skills, experience, and suitability for the role, prepared by the candidate;
- A high-level summary of the assessment process undertaken by the Nominations Committee; and
- The Nominations Committee's recommendation(s), including rationale linked to Board capability, diversity, and strategic needs.

The following information will remain confidential and will not be disclosed to STTAs:

- Personal contact details (including residential address, phone numbers, and personal email);
- Referee reports and background or integrity checks;
- Internal deliberations, scoring, or comparative rankings of the Nominations Committee; and
- Any other sensitive or personal information not directly relevant to Board capability.

Candidates must be informed at the commencement of the nomination process of what information will be shared with STTAs, and submission of an application constitutes consent to this disclosure.

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. The 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;

- d. Confirm candidate applications are complete and compliant with requirements; and
- e. 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.
  
- (a) Quorum – A meeting quorum requires a majority of the Nominations Committee members be present.
  
- (b) Minutes – Minutes must be recorded by the AusTri staff member providing executive support to the Nominations Committee.
  
- (c) 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.
  
- (d) Remuneration – Members of the Nominations Committee do not receive payment or compensation for their service.

## **Document Control Information**

## **Policy Information**

<b>Policy Contact and Author</b>	CEO Tim Harradine	<b>Approving Body:</b>	AusTriathlon Board
<b>Status:</b>	Approved	<b>Review period:</b>	Annual
<b>Policy No and Version:</b>	2.2	<b>Next review dates:</b>	March 2027 (Post AusTri AGM)
<b>Effective Date:</b>	6 September 2023	<b>Document Location:</b>	Nominations Committee Teams Folder
<b>Responsible Officer:</b>	Tim Harradine	<b>Policy System Manager:</b>	Lori Organ

## Document History

Version	Date Approved	Author	Description of revision	Internal Distribution	
				Date	Recipient/s
1.0	06/09/2023	Tim Harradine	Creation		
1.1	16/04/2025	Paul Stevens	Revision	17/06/2025	Website
1.2	31/01/2026	Paul Stevens	Revision		
1.3	12/02/2026	Paul Stevens	Reviewed to ensure accuracy with the NC endorsement		
2.0	25/02/2026	Paul Stevens	Endorsed by the AusTriathlon Board		
2.1	10/03/2026	Paul Stevens	Revision to reflect Constitution wording	11/03/26	
2.2	14/04/26	Paul Stevens	Endorsed by the AusTriathlon Board	15/04/26	Website