



R S L N S W

Respecting, supporting and remembering
our veterans and their families

Nominations, Remuneration & Performance Committee Charter

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1. INTRODUCTION

The purpose of this charter is to document the objectives, responsibilities, composition and administration of the Nominations, Remuneration & Performance Committee (**Committee**) of the Board of the Returned and Services League of Australia (NSW Branch) (**RSL NSW**).

2. OBJECTIVES

The objectives of the Committee are to:

- a) determine the pipeline of director nominees for election to the Board, to identify and recommend candidates to fill vacancies occurring at the end of Directors' tenure, to consult with external specialists and recruiters (as deemed appropriate) in relation to nominees for the role of Director, to review and recommend tenure and manage casual vacancies, as required;
- b) monitor the ongoing programs of board development and training;
- c) oversee succession planning for the role of the CEO and senior executives;
- d) assist and advise the Board on matters relating to the compensation, remuneration and Key Performance Indicators (**KPIs**) of the CEO and senior executives; and
- e) assist and advise the board on matters relating to the compensation and remuneration of staff.

3. RESPONSIBILITIES

- a) The principal responsibilities and functions of the Committee are to:
 - (i) Present to the Board a list of individuals recommended for nomination for election to the Board
 - (ii) Present to the Board the Committee's recommendations for appointment to the Committees of the Board (including this Committee);
 - (iii) Provide guidance to the Board on the role and capabilities required for Independent Directors;
 - (iv) Before recommending an incumbent, replacement or additional director, reviewing his or her qualifications and experience, including capability, availability to serve, independence or Service qualifications, and other relevant factors (including appropriate background checks);
 - (v) Assist in identifying, interviewing and recruiting candidates for the Board with a view to achieving an appropriate balance of skills, knowledge, experience, independence and diversity to discharge the Board's duties and responsibilities, and maintaining a board skills matrix to assist the Committee with this purpose;
 - (vi) Evaluate board performance, committee structure and performance of the board and committees;
 - (vii) Monitor Board professional training and development, as necessary;
 - (viii) Oversee recruitment and make recommendations to the Board on the selection of candidates for the role of CEO, as required;
 - (ix) Establish a position description and KPIs for CEO (and other key staff as required) and reviewing performance on behalf of the board; and

- (x) Make recommendations on the remuneration of the CEO and the CEO's recommendations on the remuneration of key staff and, as applicable, for board members.
- (xi) Make recommendations on remuneration and incentive policies, practices and performance indicators and ensuring that they are aligned to the Board's vision, values and overall business objectives and are appropriately designed to:
 - motivate the CEO and staff to drive the long-term growth and success of the business;
 - demonstrate a clear relationship between the achievement of the company's objectives, CEO and staff performance, and remuneration;
 - ensure staff remuneration is aligned with market trends and industry standards; and
 - ensure there is no gender or other inappropriate bias in the remuneration of senior executives and other employees.
- b) The Committee may also examine any other matters referred to it by the Board. The Committee will act in accordance with any protocol approved by the Board from time to time as being applicable to the Committee's objectives, responsibilities, composition or administration.

4. COMPOSITION AND MEETINGS

4.1 Membership and attendance at meetings

- a) The Committee comprises at least four members as follows:
 - (i) At least three RSL NSW Board members; and
 - (ii) At least one independent member, as appointed by the Board.
- b) The Chair of the Committee is elected by the members of the Committee annually at the Committee's first scheduled meeting held after the AGM of RSL NSW.
- c) A quorum of the Committee is a majority of members of the Committee.
- d) The Committee may invite other people to attend Committee meetings, as it considers necessary, and from time to time request presentations from internal and external advisers at its meetings.
- e) The secretary of the Committee is the Company Secretary, or another person nominated by the Chair of the Committee.
- f) The Board appoints and may remove any member from the Committee at any time with or without cause, including the Chair of the Committee. If the Chair is removed, the Committee will elect another member at the next following Committee meeting.

4.2 Meetings

- a) Meetings are held not less than once a year, and special meetings may be convened as required.

- b) Meetings may be held in person, by telephone or by video conference, or by any combination of these media.
- c) The secretary takes the minutes of the proceedings of all Committee meetings.

4.3 Authority

The Board delegates authority to the Committee within the scope of its responsibilities to:

- a) Seek any information it requires from any employee or external party;
- b) Obtain outside legal or other independent professional advice; and
- c) Request the attendance of any external party with relevant experience and expertise.

4.4 Sub-delegation

The Committee may, in its discretion, delegate some or all of its objectives and responsibilities to the Committee Chair and may delegate any of its objectives and responsibilities to a sub-committee of the Committee.

4.5 Board reporting

The Committee reports to the Board as necessary after each meeting and circulates the minutes to the Board at the next scheduled Board meeting.

4.6 Review of Charter and composition

- a) The Committee is to regularly (not greater than every three years) review its composition and charter and recommend any changes to the Board. The Committee may review its charter at other times deemed necessary by the Committee or the Board.
- b) The Board reviews the composition of the Committee and approves the Committee charter.