Recfishwest Remuneration and Nomination Committee Charter

1. Introduction

The primary objective of the Committee is to ensure that there is a focus on issues relating to Recfishwest financial and risk management and integrity of the financial reporting for the Board.

The Board may discharge any of its responsibilities through Committees of the Board in accordance with the Recfishwest Constitution.

The terms of reference of each Committee require the Board's approval. The Board can regulate the Committee's activities.

2. Purpose

To provide guidance to the Committee in their consideration of both remuneration policy for the organisation, and the composition and performance of the Board.

a. Role

The role of the Remuneration and Nomination Committee is to assist and advise the Board of Directors to fulfil its responsibilities on matters in relation to the remuneration policy for the Council and the composition and performance of the Board.

b. Responsibilities

The Council will implement its remuneration policy to ensure that it:

- Motivates Council staff to pursue the long term growth and success of the Council
- Demonstrates a clear relationship between performance and remuneration

The Committee will give appropriate consideration to the Council's performance, objectives, values and employment conditions in performing its responsibilities.

The Committee has the following duties in relation to the remuneration and performance evaluation of Council staff:

- Regularly review the remuneration policy of the Council to ensure that it motivates staff to pursue the long term growth and success of the Council and is clearly linked to performance and in order to do this, obtain market advice, as required, to determine the Council's remuneration policy;
- Monitor compliance with the Council's remuneration policy and oversee the implementation of the policy;

- Review all aspects of the remuneration and any proposed change to the terms of employment of the Chief Executive Officer and the direct reports of the Chief Executive Officer;
- Review and approve any proposed termination payment to the Chief Executive Officer or any direct report of the Chief Executive Officer;
- Regularly review any incentive plans for Council staff;
- Review the performance of the Chief Executive Officer and his or her direct reports against their pre-determined objectives/key performance indicators;
- Develop and review appropriate succession plans for key executives;
- Review the recruitment, retention and termination policies and procedures for senior management;
- Develop and implement a policy for the selection and appointment of a new Chief Executive Officer and oversee any process of searching for this position

c. Nomination Policy

In considering a nomination of a potential Director (appointed or elected) to the Board, the Committee will take into account the experience and balance of skills and expertise required by the Board to meet the Council's present and future needs.

The Committee has the following duties in relation to the composition and performance of the Board, which duties will be carried out in consultation with the Chairperson of the Board:

- At least once a year assess the skills required for the Board to competently discharge its responsibilities and meet its objectives
- Develop and implement a plan to identify, assess and enhance Director competencies and at least once a year, assess the skills of the existing Directors and consider whether those skills and expertise are sufficient for the Board to competently discharge its responsibilities and meet its objectives
- Upon retirement or resignation of a Director or upon it being determined that the skills of the Director should be enhanced, consider the best means by which the skills of the Director may be enhanced in order to maintain an appropriate balance of skills, experience and expertise on the Board
- Develop and implement a policy for the selection and appointment of a new appointed Director to the Board and oversee any process of searching for a new appointed Director
- Develop and implement a policy for considering the nominations of potential elected directors
- Make recommendations for the appointment and removal of Directors and in respect of existing appointed Directors standing for re-appointment, making a recommendation to the Board as to the suitability of that Director for re-appointment
- Develop and implement an induction procedure for new Directors to ensure their understanding of:
  - The Council's financial, strategic, operational, risk management position
  - The culture, values and ethics of the Council
  - Their rights, duties and responsibilities
  - The role of Board sub-committees
  - Meeting arrangements
  - Director interaction with each other, the CEO and senior executives and other stakeholders
- Assist ongoing Director education to include key developments in the Council and the not for profit sector in which it operates

3. Size

The Committee will have a quorum of three directors.

4. Composition

The Committee will have a chair as determined by the Board. The CEO will not be a member of the Committee.

The Committee may invite management and external advisors to Board meetings from time to time.

5. Director Terms of Appointment

The Committee is convened each year by the Board, which will determine its membership.

6. Termination of Membership

The Board can remove any director from the Committee. A Director whose term expires or is not entitled to be a director is no longer a member of the Committee unless the Board agrees to their further co-option.

7. Meetings

The Committee will devise its annual meeting plan taking into account deadlines of the Board for key recommendations.

The Committee meetings are regulated by the Constitution, this Charter, Board Charter, Code of Conduct and Conflicts of Interest Policy determined by the Board. The Charter also regulates the conduct of co-opted members of the Committee and advisers and visitors to the Committee.