

Adopted 27 August 2024

auDA Nomination Committee Charter



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1. INTRODUCTION

- a) This Charter is the Charter (Charter) of the Nomination Committee of .au Domain Administration Ltd (auDA) which sets out the purpose, authority, responsibilities, composition and functions of auDA's Nomination Committee (Committee) which are delegated to it by the auDA Board (Board).
- b) The Committee makes recommendations to the Board on suitable candidates for the Board, consistent with the Board-approved Board Skills Matrix and priorities.
- c) Rule 5.3(a) of the auDA constitution (Constitution) gives the Board the authority to establish and maintain the Committee as a committee of the Board.
- d) The Board is responsible for approving the Charter, which must be consistent with:
 - i. the Constitution;
 - ii. the Board Charter; and
 - iii. the Terms of Endorsement between auDA and the Department of Infrastructure, Transport, Regional Development, Communications and the Arts in place from time to time (most recently dated November 2021).
- e) Consistent with the requirements of the Committee under the documents set out in clause 1(d), the Committee must at all times be, and be seen to be, independent from auDA in its composition and in its methods of operating.
- f) The Committee will be briefed at regular intervals on the issues facing auDA which are relevant to the Committee and candidate selection.

2. REVIEW OF THE CHARTER

The Charter will be reviewed by the Committee annually. Any proposed changes will be recommended to the Board for approval.

3. PURPOSE

The Committee's role as a Board committee is to provide independent advice and recommendations to the Board and to assist the Board by identifying, scrutinising and approving suitable candidates for the Board of auDA (Rule 5.3)



4. COMMITTEE RESPONSIBILITIES

The Committee has the following duties and responsibilities:

- a) To conduct a formal and transparent process to select candidates to recommend to the Board.
- b) To use the Board-approved Board skills matrix to inform their recommendations.
- c) To focus on the particular skills identified by the Board as required in a recommended candidate for a Director role for that particular year.
- d) To identify and evaluate potential Board candidates (with the assistance of a specialist recruitment company if required) and recommend suitable individuals to the Board for the vacant positions.
- e) Where the Committee sees fit, to delegate some of its responsibilities or functions to a sub-committee of the Committee; and
- f) To review and assess the Committee's processes, including when recommended by the Board or Independent Chairperson.

5. CANDIDATE APPROVAL PROCEDURE

5.1 Board Responsibilities

It is the Board's responsibility, including under the Constitution, to decide which candidates will be appointed or included on the ballot for election in the member election process at a general meeting. In doing so, the Board will have regard to:

- a) the limits on tenure imposed under the Constitution; and
- b) the Board's responsibility to ensure an appropriate mix of continuity and refreshment of Board members.

5.2 Committee Responsibilities

- a) The Committee's role is to assess candidates in accordance with the Board skills matrix as described in clause 6, to comment on the respective suitability of candidates having regard to the need for diversity and inclusion on the Board, and to approve candidates in accordance with clause 5.3 below.
- b) Once the shortlist is approved by the Committee, auDA will ensure that a candidate has passed all appropriate checks as to the candidate's character, experience, education, criminal record; and bankruptcy history prior to Board consideration for appointment or election.



5.3 Process for choosing Approved Candidates

- a) The Committee will submit to the Board a list of suitable candidates it has approved (Approved Candidates). The number of suitable candidates must be at least equal to the total number of Appointed Director vacancies plus one, and the number of Elected Director vacancies plus three.

The Board makes the final selection including who will be the Appointed Directors and who will be candidates for election. If, in the opinion of the Board, further Approved Candidates in addition to those already provided by the Committee are required, the Committee will, upon request, provide to the Board such additional Approved Candidates within a reasonable timeframe.

- b) The Committee must also submit to the Board all material information in the Committee's possession about each Approved Candidate that may be relevant to a decision on whether or not the Board should decide to appoint or include on the ballot for election an Approved Candidate.
- c) For the purposes of 5.3(b), material information means details of:
- i. relevant qualifications, experience and skills;
 - ii. any other directorships currently held; and
 - iii. any interest, position or relationship that might (or reasonably be perceived to) influence their capacity to bring an independent judgement on issues before the Board and act in the best interests of auDA as a whole.

5.4 Process for appointment of Independent Chairperson

- a) The Board may appoint an Approved Candidate as the new Independent Chairperson in accordance with rule 5.7 of the Constitution. The incumbent Independent Chairperson will not participate in this process.
- b) The Board may, after consulting the Committee, appoint a current Appointed Director as the independent Chairperson.
- c) If a person who is not already an Appointed Director is proposed to be appointed as the Independent Chairperson, there will be a joint Board and Committee panel of six people to consider and interview the candidates. The Committee's role under the Constitution to approve the candidate for appointment must be observed.

6. REPORTING

- a) The Committee will, through the Independent Chairperson:



- i. make available copies of its minutes to the Board after each meeting of the Committee; and
 - ii. provide written updates and recommendations to the Board on matters that are within the scope of the Committee's roles and responsibilities.
- b) The Independent Chairperson:
 - i. will prepare a written report of the actions of the Committee to be included in the Board papers for the next Board meeting following a meeting of the Committee; and
 - ii. will ensure that a description of the processes and functioning of the Committee is included in auDA's Annual Report each year.

7. COMPOSITION OF THE NOMINATION COMMITTEE

7.1 Composition

Subject at all times to clause 7.2, the Committee will be appointed and may be removed by the Board and consists of the following persons (**Committee Members**):

- a) the Independent Chairperson of the auDA Board, as Chairperson of the Committee
- b) two Directors of the auDA Board appointed annually by the Board, being Directors not standing for re-appointment or election in that calendar year or recently retired Directors (within the last 12 months), with preference given to those (if available and willing to serve) not intending or available to be re-appointed or re-elected for a further term in future;
- c) six external members appointed by the Board chosen so as to represent collectively the interests of auDA's members, business, consumers, the digital and internet industry and the public interest generally (**External Members**);
- d) a Government representative appointed by the Department of Infrastructure, Transport, Regional Development, Communications and the Arts (**Government Appointee**).

7.2 Eligibility Criteria

- a) A person is not eligible to be an External Member if the person:
 - i. is an employee or paid consultant or adviser to auDA (other than as a member of an Advisory Committee established under the Constitution



- ii. has any material or pecuniary relationship with auDA or in the decisions of auDA; or
 - iii. is a director, shareholder or an employee of a registry, registrar, or reseller, or a close relative of such a person, meaning a spouse, parent, child or sibling.
- b) An External Member shall not be eligible for any position on the Board until at least two years after the conclusion of that person's service on the Committee.

7.3 Appointment and Removal from the Committee

- a) The Board may, by resolution, appoint any Committee Member or remove any Committee Member from, the Committee in accordance with rule 5.3(c) of the Constitution. The exception is the Government Appointee and the Chairperson.
- b) The Board will make appointments of Committee Members to the Committee for terms of up to three years and will regularly refresh the membership. The maximum period any Committee Member can serve is nine years.

7.4 Committee Skills Matrix and Appointments

- a) The Board will establish in consultation with the Committee and regularly review, a skills matrix for the Committee. The matrix will inform the appointment process for External Members. In making appointments the Board will have regard to the desirability of diversity among Committee membership, as well as board, government and senior executive experience.

8. MEETINGS OF THE COMMITTEE

- a) The Committee is expected to meet around six times annually, and more frequently if the Chairperson determines that is needed to complete the process of identifying, scrutinising and approving suitable candidates for Director vacancies.
- b) The Chairperson will chair the Committee meetings. If the Chairperson is unable to be present, or has a conflict of interest, one of the two Directors on the Committee (as they decide) will act as chair. In the event that the two Directors are unable to decide who will act as chair, then the members present must elect a Director to chair the meeting.
- c) The quorum for Committee decision-making is a majority of the Committee Members.



- d) Any Committee Member may, and an auDA Secretary will upon request from any Member, convene a meeting of the Committee.
- e) Notice will be given to every Committee Member of every meeting of the Committee at the Member's advised address for service of notice (or such as other pre-notified interim address where relevant).
- f) The secretary of the Committee will be an auDA Secretary who will attend meetings and take minutes of meetings other than meetings comprising interviews with candidates.

9. LIAISON WITH THE BOARD

The Committee may meet jointly with the Board or other committees of the Board and may request presentations from senior executives of auDA to remain informed of auDA's activities and the issues with which it is dealing.

10. COMMITTEE SUPPORT

- a) An auDA executive will be made available to support the Committee.
- b) The Committee may recommend a specialist recruitment agency to auDA to assist with the recruitment process in a timely and effective way.
- c) The specialist recruitment agency will manage and record the recruitment process for the Committee in conjunction with the auDA executive.
- d) The auDA executive and the specialist recruitment agency will draft a report of the recommendations for the Committee's approval.

11. COMMITTEE EVALUATION

- a) The Committee will review the Charter and the Committee's processes annually and recommend any changes to the Charter to the Board for approval. In doing so the Committee may have regard to any key performance indicators they may establish.
- b) Every three years, the Board may cause an independent review of the Committee (Independent Review) to be conducted, facilitated by an external reviewer appointed by the Board following consultation with the Committee.
- c) The Independent Review must be undertaken in a way that will not diminish the independence of the Committee in performing its role in identifying, scrutinising and approving candidates for the Board.

12. LIMITATION OF RESPONSIBILITIES

- a) The Committee does not have responsibility for the matters that are set out in the Constitution or Board Charter that are the responsibility of the Board.



- b) The Committee is entitled to rely on employees of auDA or professional advisers or consultants engaged by the Committee or auDA where:
 - i. the Committee is exercising their duties and obligations as set out in this Charter;
 - ii. there are reasonable grounds to believe that the employee, adviser or consultant is reliable and competent; and
 - iii. the reliance was made in good faith and after making an independent assessment of the information.

13. REMUNERATION

- a) The External Members:
 - i. as at the date of the adoption of this revised Charter, will continue to be remunerated as they have been since 2019; and
 - ii. after May 2025, will be paid an annual fee as determined by the Board.
- b) The auDA Directors appointed to the Committee from April 2024 and thereafter will be remunerated as determined by the Board.
- c) The Independent Chairperson and the Government Appointee will continue not to be remunerated.
- d) Committee Members are entitled to reasonable expenses (including travel and accommodation) incurred in carrying out their duties as a Committee Member, as determined by the Board.

14. AUTHORITY AND ACCESS

- a) In carrying out its responsibilities, the Committee:
 - (i) will have access to the company records and any other document, report, material or information in the possession of an employee or external advisor of the Company, as reasonably necessary to perform its functions and
 - (ii) may invite an employee or any other person to attend a meeting of the Committee, including without management present for the purposes of seeking explanations and additional information from a person.
- b) The Committee may seek the advice of independent advisers on any matter relating to the powers, duties or responsibilities of the Committee.



15. DEFINITIONS

Capitalised terms not defined in this Charter have the meaning given in the Constitution.

16. VERSION CONTROL

Next review: March 2025

Version	Change	Approval	Date
1	Original	Board	23 November 2018
2	Original	Board	8 December 2021
3	Major update	Board	6 June 2024
4.	Added 'recently retired' to 7b	Board	27 August 2024

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