

Nominations Committee Charter

1. About the Committee

1.1 The Nominations Committee ('the Committee') is a Committee of the Australian Dental Council (ADC) that makes recommendations and advises the ADC Board ('the Board') on matters within the scope of its terms of reference.

2. Preamble

2.2 The role of the Committee is to advise the Board in fulfilling its responsibilities relating to:

- matters relating to the composition, structure, evaluation and succession planning of the Board and directors;
- matters relating to the composition and, structure, evaluation and succession planning of Committees of the Board; and
- matters relating to the selection, appointment and evaluation of the Chief Executive Officer (CEO);

2.3 The Committee is not a policy-making body but assists the Board by implementing board policy and recommending nominations which require Board approval.

3. Terms of reference

3.1 The Committee's terms of reference are outlined below.

3.1.1 In respect of matters relating to the Board, the Committee will:

- a) Provide assurance that the Board has the appropriate composition, size, skills and commitment to discharge its responsibilities;
- b) Conduct searches for new Board members and recommend preferred candidates to the Board;
- c) Ensure board succession plans are in place to maintain to required mix of skills and experience as determined by the board;
- d) Develop and monitor a process for evaluating the performance of the Board.

3.1.2 In respect of matters relating to Committees of the Board, the Committee will:

- a) Provide assurance that board Committees have the appropriate composition, size, skills and commitment to undertake the matters within their respective terms of reference;
- b) Conduct searches for new committee members and recommending preferred candidates to the Board;
- c) In consultation with the CEO and Chair of each Board committee, ensure succession plans are in place to maintain to required mix of skills and experience;
- d) In consultation with the CEO and the membership of each Board committee, identify and make recommendations to the Board for appointment of a suitable individual for the role of Committee Chair;

- e) Develop and monitor a process for evaluating the performance of Board committees.

3.1.3 In respect of matters relating to the Chief Executive Officer, the Committee will:

- a) Conduct searches for the CEO and recommending preferred candidates to the board;
- b) Ensure succession plans are in place;
- c) Develop, monitor and implement a process for evaluating the performance of the CEO and make recommendations to the board.

3.1.4 The Committee will undertake any other task referred to it by the Board.

4. Membership

4.1 The Committee will comprise a maximum of four members. The Committee will include:

- Up to three members who hold directorship of the ADC including:
 - The ADC President (subject to paragraphs 4.3 and 4.4 below).
 - At least one member who is a dental practitioner.
 - At least one member who is a non-dental practitioner.
- One independent member with relevant skills and experience in recruitment of non-executive director and committee roles.

4.2 In relation to activities relating to item 3.1.2, the Chair of the respective board committee will be automatically co-opted as a Committee member for consideration of discussion regarding 3.1.2 a) to d).

4.3 The ADC Board will appoint members to the Committee. However, membership is subject to change by resolution of the board to manage conflict of interest in relation to item 3.1.1.

4.4 The Chair of the Committee will normally be the ADC President. Where the appointment exercise concerns the appointment or reappointment of the President as a director, or where a conflict of interest is identified, the Committee will appoint a Chair from its membership for these items.

5. Appointments process

5.1 All appointments and the process for appointment will be made and approved by the Board.

5.2 The process for appointments and reappointments of Directors and Committee members is detailed in Appendix 1.

6. Meetings

- 6.1 The Committee will meet as required, face-to-face or by teleconference. The Committee will meet at least two times per year.
- 6.2 The quorum of the Committee is a majority of the members.

7. Authority and responsibilities

- 7.1 The Committee will conduct its business under the Charter, policies and guidelines approved by the ADC and the ADC Constitution.
- 7.2 The Committee reports to the Board.

8. Review

- 8.1 The Charter will be reviewed by the Board at least every two years or as required.

Approved by: Board of Directors

Approval date: April 2019

Review date: April 2021

APPENDIX 1: Process for selection and appointment of Board directors and Board Committee members

The ADC values the diversity and independence of its decision makers. The Nominations Committee considers the balance of contribution by individuals and as the board and/or committee with the overall future needs of the ADC when making recommendations to the Board regarding appointments.

Reappointment of existing members

1. Where the term of an existing director or committee member is due to expire and they are eligible for reappointment in accordance with the respective Charter, the ADC will seek expression of interest from the member for reappointment for a further term.
2. Expressions of interest for reappointment will be considered by the Committee.
3. Existing directors and committee members seeking reappointment will *normally* be reappointed for a further term, subject to consideration of the member's performance, attendance, succession plan, skills matrix and required composition for the Board or respective board committee.
4. Appointments to the Board and board committees are for up to three (3) years and for a maximum of three (3) terms.
5. The Committee's recommendations for the reappointment of Directors and Committee members will be made to the Board via the Nominations Committee Chair.

Appointment of new members

1. The Board will approve the skills matrix and selection criteria that individuals must meet in order to be appointed to the Board and Board committees.
2. The ADC will seek applications for vacant director and committee positions by notifying ADC members and advertising widely.
3. Applicants must address the set selection criteria, provide a full curriculum vitae and professional references. ADC directors, committee members and employees are ineligible to provide references for applicants.
4. The Committee will meet to consider all applications and evaluate these against the selection criteria. The committee will also take into consideration the skills matrix for the Board or committee, the approved succession plan and any identified skills gaps of the existing members.
5. Shortlisted applicants will normally be interviewed for board director positions.
6. The Committee's recommendations for the appointment of directors and committee members will be made to the Board via the Nominations Committee Chair.