

# Remuneration and Nomination Committee Charter

advocacy



support



prevention



research



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## PURPOSE

To provide guidance to the Board in their consideration of remuneration policies for the organisation, the selection and appointment of the Chief Executive Officer (CEO) and the composition and performance of the Board.

## ROLE AND FUNCTIONS

### Remuneration

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

- regularly review and make recommendations to the Board about the remuneration policies of Cancer Council NSW (Cancer Council) to ensure that they are consistent with Cancer Council's overall objectives, motivate staff to pursue the long-term growth and success of Cancer Council and are clearly linked to performance and in order to do this, obtain market advice, as required, to determine Cancer Council's remuneration policies
- monitor compliance with Cancer Council's remuneration policies and oversee the implementation of the policies and report to the Board
- review and make recommendations to the Board about all aspects of the remuneration and any proposed change to the terms of employment of the CEO and the direct reports of the CEO
- review and make recommendations to the Board about any proposed termination payment to the CEO or any direct report of the CEO and any incentive plans for employees
- review and make recommendations to the Board about the performance of the CEO and their direct reports against their pre-determined objectives/key performance indicators
- develop and review and recommend to the Board appropriate succession plans for key executives
- review and make recommendations to the Board about the recruitment, retention and termination policies and procedures for senior management
- develop and implement a policy, for approval by the Board, for the selection and appointment of a new CEO, oversee any process of searching for this position and make recommendations to the Board about this appointment.

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

### Nomination

The Committee has the following duties in relation to the composition and performance of the Board:

- at least once a year to assess and report to the Board about the skills required for the Board to competently discharge its responsibilities and meet its objectives
- develop and recommend to the Board 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 and report to the Board

- upon the retirement or resignation of a Director or upon it being determined that the skills of a Director should be enhanced, consider the best means by which the skills of that Director may be enhanced in order to maintain an appropriate balance of skills, experience and expertise on the Board and report to the Board
- develop and recommend to the Board 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
- consider the nominations of potential elected Directors and make recommendations to the Board as to the candidates which the Committee believes should be put forward to the membership as the Board's preferred candidates
- make recommendations for the appointment and removal of Directors and in respect of existing appointed Directors standing for re-appointment, make 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:
  - Cancer Council's financial, strategic, operational and risk management position
  - the culture, values and ethics of Cancer 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 Cancer Council and the not-for-profit sector in which it operates.

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 Cancer Council's present and future needs.

## **COMMITTEE MEMBERSHIP**

The Remuneration and Nomination Committee shall consist of no fewer than three members, including:

- at least one Board Director
- at least one external person with relevant human resources expertise.

In accordance with clause 12.12 of the Constitution of Cancer Council, all members shall be appointed by the Board, and the Board has power to terminate the appointment of a member at any time. The CEO and the HR Director will attend meetings of the Remuneration and Nomination Committee.

## Tenure

Members are appointed for a term of three years and may serve three consecutive terms. The Board may approve an extension to a Member's tenure beyond these three terms, if appropriate.

## Chair

The Chair of the Remuneration and Nomination Committee shall be appointed by the Board from among the Board Director members of the Committee. If the Chair of the Committee is unavailable for a meeting, the Committee may nominate another member who is also a Board Director to serve as Chair for that meeting only.

## Lapse of membership

Membership of the Committee will lapse if a member fails to attend three consecutive meetings of the Committee, unless exceptional circumstances exist. The member will be notified by the Chair of the Committee in writing that his or her membership has lapsed.

## Sub-committees

The Committee may ask members to participate in specialised sub-committees from time to time. These sub-committees may make recommendations to the Remuneration and Nomination Committee only.

## Remuneration

Members are not offered remuneration. Members may seek reimbursement for expenses legitimately incurred in travelling to attend Committee meetings, with prior approval of the Chair of the Committee.

## MEETINGS

The Remuneration and Nomination Committee shall meet as frequently as required but not less than twice a year. Any Committee member, the CEO or the Chair of the Committee may call a meeting of the Committee.

The Chair of the Committee may call additional meetings of the Committee, if in the Chair's opinion such additional meetings are necessary.

## Agenda

The HR Director will prepare the agenda in consultation with the Chair of the Committee. The HR Director, will forward a notice of each meeting, confirming the date, time, venue and agenda, to each member of the Committee in the week prior to the date of the meeting. The notice for members will include relevant supporting papers for the agenda items to be discussed.

## Quorum

A quorum of the Committee will comprise the Chair of the Committee and at least one other member.

## Voting

Each member shall have one vote.

The Chair of the Committee shall not have a casting vote.

### Attendance by telephone

Members are permitted to participate in meetings of the Committee via telephone or other appropriate technology.

### Attendance by non-committee members

The Committee may invite such other persons to its meetings, as it deems necessary. Members of management who are in attendance at meetings of the Committee may be asked by the Chair of the Committee to absent themselves from all or any part of any meeting.

## REPORTING

The Committee reports to the Board of Cancer Council.

The Chair of the Committee, or delegate, shall report to the Board following each meeting.

The HR Director will ensure minutes of proceedings and recommendations of Committee meetings are kept. Minutes should be distributed to all Committee members and the Board, after preliminary approval has been given by the Chair of the Committee. Minutes, agenda and supporting papers, will be made available to any Board Director upon request to the HR Director, providing no conflict of interest exists.

## AUTHORITY

### Access to management

The Board authorises the Remuneration and Nomination Committee to:

- (a) seek any information it requires from any employee or volunteer (and all employees and volunteers are directed to cooperate with any request made by the Remuneration and Nomination Committee)
- (b) require the attendance of Cancer Council employees and contractors at meetings as appropriate
- (c) meet with one or more Cancer Council employees and contractors without the presence of management.

### External advice

The Remuneration and Nomination Committee is authorised by the Board to obtain outside legal or other independent professional advice and to secure the attendance (in a non-voting capacity) of external persons with relevant experience and expertise if it considers this necessary. The Committee may meet with these external advisers without management being present.

Any costs incurred as a result of the Committee consulting an independent expert or professional will be borne by Cancer Council; however no Member is authorised to commit Cancer Council to the expenditure of monies on professional advice until first obtaining the approval of the Chair of the Committee to do so. In the event the Chair is unwilling or unable to provide approval, or that the cost of the professional advice will exceed \$10,000, the approval of the Board must be sought and obtained.

