



Governance, Nomination and Remuneration Committee Charter

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1. Introduction

This Charter outlines the roles, responsibilities and composition of the Governance, Nomination and Remuneration Committee (**Committee**) of the Board of Cancer Council NSW (**Cancer Council**) and the manner in which it discharges its responsibilities for Cancer Council.

2. Purpose

The Board has established the Committee with the primary purpose of providing guidance to the Board in its consideration of:

- composition and performance of the Board and its Committees,
- corporate governance principles, standards and Cancer Council policies,
- remuneration policies for the organisation,
- the selection, appointment and review of the Chief Executive Officer (CEO),

on the terms set out in this Charter.

3. Role and responsibilities

The Board has delegated the functions listed below to the Committee in accordance with the Constitution of Cancer Council.

Governance

The Committee has the following duties in relation to governance:

- To review and endorse for Board approval any changes to Board and Committee Charters considering their appropriateness for the good governance of Cancer Council and to meet organisational objectives.
- To consider and review and endorse for Board approval any changes to relevant organisational policies and receive reports on the policies operating in Cancer Council.
- To review and endorse for Board approval any new organisational policies to the Board for adoption.
- To provide relevant advice and recommendations to the Board on the Constitution.
- To keep abreast of developments in the corporate governance field and review/assess the corporate governance practices of the Board, recommending any proposed changes to the Board for approval.

Nomination

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

- at least every three years, engage an independent external expert to assess and report to the Board about the effectiveness of the Board and the skills required for the Board to competently discharge its responsibilities and meet its objectives. At least once during the intervening years, the Committee will ensure the Board's effectiveness is reviewed.
- develop and recommend to the Board a plan to identify, assess and enhance Director competencies and at least every year, update the Skills Matrix by assessing 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.
- consider and endorse for Board approval any new appointed 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.
- consider and endorse for Board approval any changes to the membership of Committees including external persons.
- 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 consider the experience and balance of skills and expertise required by the Board to meet Cancer Council's present and future needs.

Remuneration and Performance

The Committee has the following duties in relation to remuneration:

- consider and endorse for Board approval any changes to the total remuneration budget for the year with consideration of affordability to CCNSW, market remuneration data and to balance market movement with performance-based pay models with a view to continue to motivate staff to pursue the long-term growth and the success of Cancer Council.
- to monitor that market advice provided by management, as required, to determine Cancer Council's remuneration policies and practices.

- review and endorse for Board approval any overall percentage change to remuneration of the CEO (as proposed by the Chair of the Board) and the Executive Leadership Team (as proposed by the CEO) in relation to their performance.
- review and endorse for Board approval any proposed change to the terms of employment of the CEO.
- review and endorse for Board approval any proposed termination payment to the CEO.
- ensure that, together with the Chair of the Board, the performance of the CEO is reviewed against their pre-determined objectives/key performance indicators annually.
- review succession plans for key executives.
- review and endorse for Board approval the recruitment, retention and termination plans for the CEO.
- develop and endorse for Board approval a plan 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.

For the avoidance of doubt, the Committee does not have the authority to act on behalf of the Board or bind the Cancer Council.

4. Composition

The Board will appoint the members of the Committee in accordance with the Constitution of Cancer Council.

The Committee shall consist of at least four members, which must include:

- at least two Board Directors, and
- at least one external person.

In the interests of giving effect to the Committee's purpose, any external person appointed to the Committee should have relevant expertise in governance.

(though all appointments to the Committee are ultimately at the discretion of the Board).

The Board may terminate the membership of any member of the Committee at any time.

Tenure

The Board will appoint the members of the Committee.

For Board Directors appointed to the Committee, membership expires when the:

- member resigns; or
- member is removed by the Board; or
- member ceases as a Director of the Board.

For external persons appointed to the Committee, the term (e.g. three years) is set by the Board upon appointment (or re-appointment) as the case may be.

Chair

The Board will appoint the Chair of the Committee.

The Chair of the Committee shall be one of the Board Directors.

If the Chair of the Committee is absent from a meeting of the Committee, the members of the Committee may nominate another Board Director present to serve as Chair of the Committee for that meeting only.

Secretary

The Company Secretary will be the Secretary of the Committee.

If the Company Secretary is absent from a meeting of the Committee, the CEO will nominate another employee to serve as Secretary of the Committee for that meeting only.

Lapse of membership

The membership of a member of the Committee will lapse if that member fails to attend three consecutive meetings of the Committee, unless:

- the member has been granted a leave of absence by the Committee or the Board; or
- the Chair of the Committee is satisfied that exceptional circumstances exist.

The member will be notified by the Chair of the Committee in writing that his or her membership has lapsed.

Despite anything else in this Charter, the Board may remove a member of the Committee at any time in its discretion.

Sub-committees

The Committee may form specialised sub-committees for a particular purpose and require members to participate in those sub-committees from time to time. A sub-committee may make recommendations to the Committee or Board only.

Where a sub-committee is formed, that committee must adopt and adhere to terms of reference and keep records as appropriate for its mandate.

Remuneration

Members will not be remunerated in connection with their role on the Committee.

Members may seek reimbursement for expenses legitimately incurred in travelling to attend Committee meetings, with prior approval of the Chair of the Committee.

Nothing in this Charter is intended to conflict with a member's entitlement to be remunerated in connection with another role it holds for or in connection with the Cancer Council.

5. Meetings

The Committee must meet at least three times a year, or more frequently as necessary.

Any Committee member, the CEO or the Chair of the Committee may call a meeting of the Committee on reasonable notice and at a reasonable time and place.

Agenda

The Secretary of the Committee will prepare the meeting agenda in consultation with the Chair of the Committee.

The Secretary of the Committee will forward a notice of each meeting, confirming the date, time, venue, and agenda, to each member of the Committee at least one week prior to the date of the meeting, provided that shorter notice will be permitted where the Chair considers it appropriate in the circumstances. The notice for members will include relevant supporting papers for the agenda items to be discussed (if any).

Quorum

A quorum of the Committee will comprise two members, one of which must be a Board member.

Voting

Each member shall have one vote.

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

Remote attendance

Meetings of the Committee may be held in person in whole or in part utilising technology.

Members may participate in Committee meetings remotely via telephone or other technology or software application approved by the Chair of the Committee.

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.

Non-committee members who attend a Committee meeting do not have a right to vote at the meeting and shall not be counted for the purposes of forming a quorum. The Chair may also decide any other rules that shall apply to any non-members in respect of their attendance at Committee meetings.

6. Reporting

The Committee reports to the Board.

The Chair of the Committee, or a delegate nominated by the Chair of the Committee, will report to the Board following each meeting.

The Secretary of the Committee will ensure minutes of proceedings of Committee meetings are kept, and that a draft is provided to the Chair promptly following the conclusion of a meeting. Minutes must include particulars of any recommendations adopted by the Committee.

Minutes shall be distributed to all Committee members and the Board promptly after preliminary approval has been given by the Chair of the Committee.

The Committee will refer to the Board and any other Board Committee any matters that have come to the attention of the Committee that are relevant for the Board or the respective Board Committee.

7. Authority

Access to management and other personnel

Unless the Board determines otherwise, the Committee may:

- (a) seek any information it requires from any employee or volunteer;
- (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; and
- (d) make any enquiries of Cancer Council employees, volunteers and contractors necessary to fulfil its responsibilities.

External advice

The Committee may, with prior approval of the Chair of the Committee and the Board, obtain independent legal or other professional advice at Cancer Council's expense if the Committee considers this necessary. An independent expert engaged pursuant to this clause may attend any Committee meeting as a non-member. The engagement, any advice received and attendance at meetings will be independent of management. Subject to any conflicts, copies of any advice received shall be provided to the Board promptly upon receipt.

Prior to engaging an independent expert, the Committee must obtain a quote for the costs of the engagement. The Chair of the Committee is authorised to approve the quote of up to \$10,000. The Chair of the Board is authorised to approve a quote up to \$50,000. If the quote exceeds \$50,000, then the Committee must first obtain the approval of the Board before engaging the independent expert.

Committee members may rely on the expertise of independent experts as long as they are not aware of any grounds that would make such reliance inappropriate.

8. Committee and Charter Review

The Committee shall review its performance and the fulfilment of its responsibilities under the Charter annually.

The Committee shall ensure that a review of the adequacy of this Charter is undertaken at least every two years, or more frequently as necessary.

Any amendments to this Charter must be approved by the Board.