

ClubsNSW

Remuneration and Nominations Committee Charter

1 Purpose

This Remuneration and Nominations Committee ('**Committee**') Charter sets out the Committee's terms of reference and provides an explanation of the Committee's approach to the following key corporate governance matters:

- our values
- overview of the Committee's responsibilities
- Committee structure and composition
- Committee meetings procedures

2 Our values

Our values are:

- We treat people fairly, respecting their views and valuing their contributions
- We accept, embrace and promote diversity and inclusivity
- We encourage our people to be creative, take initiative, show leadership and reach their potential
- We take responsibility for our communications, decisions, actions and performance
- We act with integrity in our work and in dealing with others.

3 Overview of the Committee's responsibilities

Roles and responsibilities

The roles and responsibilities of the Remuneration and Nominations Committee may be delineated as follows:

Remuneration

This role is to assist and advise the Board on matters relating to the compensation, incentives and remuneration issues of the Directors, CEO and staff.

Committee objectives

The remuneration objectives of the Committee include reviewing and making recommendations to the Board on:

- the remuneration of non-executive directors;
- the remuneration of the CEO, within the terms of the employment contract, on an annual basis;
- the CEO's recommendations regarding staff remuneration;
- the CEO's performance and key performance indicators in order to determine the annual bonus components, if any;
- any incentive plans or ex-gratia payments to the CEO, Senior Executives and other employees;
- the company's remuneration and incentive policies, practices and performance indicators;
- demonstration of a clear relationship between the achievement of the ClubsNSW's objectives, CEO and staff performance and remuneration;
- ensuring staff remuneration is aligned with market trends; and

- ensuring there is no gender or other inappropriate bias in the remuneration of Senior Executives and other employees.

Nominations

This role is to assist and advise the Board in fulfilling its responsibilities to members of ClubsNSW on:

- matters relating to the structure and composition of the Board;
- matters relating to Senior Executive selection and performance; and
- other matters, as required.

Committee objectives

The nominations objectives of the Committee include the following:

- provide assurance that the Board has the appropriate composition, size and commitment to discharge its responsibilities and duties;
- assess the extent to which the necessary and desirable competencies are represented on the Board;
- recommend the required skills of Directors;
- ensure that the Board succession plans are in place to maintain the required mix of skills, expertise and experience;
- conduct searches for new Board members and recommending preferred candidates to the Board;
- review the nominations received by members who wish to be appointed to the Board in accordance with the criteria and guidelines set out in the attached Appendix;
- continually monitor Board membership and structure to ensure that there is appropriate representation on the Board;
- develop a process for evaluating the performance of the Board;
- conducting searches for the CEO and Senior Executives, if required, and recommending preferred candidates to the Board; and
- ensuring that Senior Executives succession plans are in place.

The Board Remuneration and Nominations Committee is not a policy-making body, but assists the Board by implementing Board policy.

4 Committee structure and composition

Key components of the Remuneration and Nominations Committee are as follows:

- the Remuneration and Nominations Committee is a Committee of the Board.
- all appointments to the Committee, and the appointment of the Chairperson, shall be approved by the Board.
- the Committee will include three Directors from the Board.
- the duties and responsibilities of a Committee member shall be in addition to their duties as a Director of the Board.
- the appointment to the Committee will be for two years or as determined by the Board.

In discharging their responsibilities, the Committee members have a duty to act in the best interests of ClubsNSW, as a whole, irrespective of personal, professional, commercial or other interests, loyalties, or affiliations.

5 Committee meetings procedures

- the Committee will hold meetings at least twice each year and additionally as it considers necessary.

- a quorum will be two Directors.
- the notice and agenda of meetings will include relevant supporting papers, and the date, time and location of the meeting.
- Committee members will be invited to disclose conflicts of interest at the commencement of each meeting.
- meetings of the Committee may be held face to face or using any technology which enables members to participate in a discussion.
- if the Chairperson is absent, members who are present will select a Chairperson for that particular meeting.
- matters will generally be decided by consensus or, if a consensus cannot be reached, by a majority of votes from the members present.
- the Committee may invite other people to attend as it sees fit, and consult with other people or seek any information or advice which will help it to fulfil its responsibilities.
- the Chairperson will communicate the decisions of the Committee to the Board after each meeting, within a reasonable period of time.
- the Company Secretary or another delegated person will provide support to the Committee.
- the proceedings of all meetings are minuted, ratified by members in attendance and signed by the Committee Chairperson.

The following specific procedures are conducted in relation to the Remuneration and Nominations Committee:

Remuneration

- the Remuneration Committee will consider all of the recommendations for remuneration changes before recommending the outcomes to the Board for approval.

Nominations

- the CEO will undertake the call for Board nominations, as specified by the Committee.
- once the nominations received have been assessed, in the context of the Skills gaps on the Board, and recommendations have been made, the Committee will advise the Board in accordance with its Charter.
- the final nominees are approved by the Board.
- nominees are informed of their success or failure by the Board Chairperson.

6 Approval and Review

This Charter has been approved by the Committee and the Board.

At least annually, the Committee will review the contents of this Charter to ensure that they remain consistent with the Committee's purpose and responsibilities, and will recommend any changes for approval by the Board.

7 Publication of the Charter

This Charter may be made available to Member Clubs upon request.

Nomination criteria

When reviewing a nomination for a Directorship, the Remuneration and Nominations Committee must take into account:

- the level of seniority in the nominee's workplace;
- previous and other Director experience;
- the level of further education achieved by the nominee;
- the standing of a nominee in the community;
- qualifications;
- whether the skill-set of the nominee complements the skill-set of the Board, in the context of the existing Board Skills Matrix and any prevailing Skills gaps;
- whether the nominee represents an industry or professional sector that brings balance and diversity to the Board;
- consideration of their experience as a thought leader and team player;
- any declared or apparent conflicts of interest; and
- any other attributes that the Remuneration and Nominations Committee believes will benefit ClubsNSW.