

GOV - Nominations & Remuneration Committee

Terms Of Reference

The Nominations Remuneration Committee is a permanent sub-committee of the Headway Gippsland (Headway) Board.

Purpose

The Nominations and Remuneration Committee (N&RC) oversees and advises the Headway Board on matters relating to succession planning and remuneration of the CEO. This refers to the systems by which Headway replaces its Board members and reviews the performance and remuneration of the CEO.

Responsibilities

The Committee has the following responsibilities:

- a. Succession Planning for the Headway Chair, Committee Chairs, Directors & CEO:
 - i. Ensure appropriately skilled people are available for positions by analysing and recruiting for the skills required to ensure Headway achieves its goals and fulfils its purposes.
- b. Recruit, induct, support, develop and evaluate Directors and the Board:
 - i. Put in place processes to maximise support for Directors to understand the work of Headway and influence effectively while contributing to a high performing Board.
- c. Annual Review of the CEO and contract:
 - i. Develop, enact and improve the CEO review and remuneration process. Sign off on the CEO's remuneration (confidential to this committee) and Staff bonus pool within the budgetary targets set by the Board.
- d. Review governance policies and the compliance of these policies as they relate to this ToR:
 - i. Board charter
 - ii. Board and CEO succession planning
 - iii. Board and CEO evaluation
- e. Report to the Headway Board on progress relevant to the work of the Committee:
 - i. The Chair reports to the Board at each meeting on the on progress, decisions, success and recommendations relevant to the work of the Committee.

Delegated Authorities

- Undertake CEO performance review and determine CEO's remuneration. The outcome of this decision will be confidential due to the sensitive nature of the information.
- Review and approve annual management team remuneration and bonus structure.
- Develop and review the above policies and procedures for the effective carrying out of the work of this committee.

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Membership

The N&R Committee shall be appointed by the Board of Headway and shall comprise no more than 4 members constituted as follows:

- Chairperson – Headway Board member
- 2 Committee members who are Board members inclusive of the Chair
- 1 external person who need not be a member of Headway (Optional)

Tenure of the committee members is reviewed on a biannual basis.

The Headway Board appoints the Chairperson.

Meetings

- The agenda for the committee is the constant monitoring of the achievement of relevant undertakings, and "Major challenges" or special projects as allocated.
- The Committee shall meet face-to face or by video or teleconference as required to fulfil the role of the Committee and otherwise as determined by the Chair.
- Members should attend at least 2/3 of the scheduled meetings
- In the absence of the Chair, the Committee members shall determine who will chair the meeting.
- A quorum will be constituted by two members of the committee.
- Any other person may attend a meeting at the invitation of the Chair.
- An agenda shall be prepared and circulated prior to every meeting.
- Information supporting agenda items shall be circulated with the agenda.
- Minutes shall be taken at each meeting, outlining all decisions, recommendations and actions arising.
- Minute taking will be the responsibility of the Chairperson