

## **16. Nominations Committee**

### **16.1 General Purpose of the Nominations Committee**

- (a) The general purpose of the Nominations Committee is to facilitate and streamline the process of selecting and securing candidates for positions as directors and committee members in respect of this Trust and the Eligible Noongar Entities.
- (b) Directors of the Noongar Advisory Company and a Dedicated Trustee must be certified as eligible by the Nominations Committee in accordance with this clause 16, except in the case of the initial directors of the Noongar Advisory Company (which will be appointed in accordance with the Transition Principles).
- (c) The Nominations Committee must only act upon a direct instruction from the Trustee (which may be made upon request to the Trustee from an Eligible Noongar Entity).

### **16.2 Functions**

The Trustee must facilitate the establishment of a Nominations Committee with the following functions:

- (a) calling for nominations for appointment to the relevant boards and committees;
- (b) specifying the form in which applications must be made;
- (c) considering applications for appointment and interviewing candidates and referees;
- (d) making inquiries and investigations to confirm the eligibility of candidates for the relevant boards or committees of the Trust or Eligible Noongar Entities as the case may be;
- (e) making recommendations only to the Trustee or other relevant entity for appointments, including positions caused by casual vacancies;
- (f) acting as soon as possible upon receiving an instruction from the Trustee; and
- (g) creating a transparent and fair process for applicants and incumbent officeholders to apply for positions.

### **16.3 Composition**

- (a) The Nominations Committee must comprise 6 persons appointed by the Trustee consisting of:
  - (i) 1 person nominated by the Trustee who shall be the chair of the Nominations Committee;
  - (ii) 1 person nominated by the Noongar Relationship Committee who must not be a current director or employee of an Eligible Noongar Entity;

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- (iii) 2 representatives of the Noongar Community that have experience with directorships and boards; and
  - (iv) 2 Independent persons that have experience with directorships and boards.
- (b) The Trustee may determine the remuneration payable (if any) to the Nominations Committee.

#### **16.4 Qualifications**

Nominations Committee members must demonstrate the following qualifications:

- (a) financial literacy;
- (b) leadership experience;
- (c) absence of conflicting commitments;
- (d) has not been disqualified from managing corporations or companies;
- (e) has not been convicted in a criminal proceeding or named a subject of a pending criminal proceeding (excluding traffic violations and other minor offences);
- (f) has not been found in a civil proceeding to have violated any federal or state securities or commodities law;
- (g) is not subject to any Court or regulatory order or decree limiting his or her business activity, including in connection with the purchase or sale of any security or commodity; and
- (h) is not a director, officer or committee member of an Eligible Noongar Entity.

#### **16.5 Selection Process**

- (a) When selecting Nominations Committee members from the Noongar Community, the Trustee must:
  - (i) call for nominations by advertising in a range of different manners, including a suitable culturally appropriate manner; and
  - (ii) provide the Noongar Community with reasonable notice of the call for nominations.
- (b) When selecting Independent Nominations Committee members, the Trustee must call for nominations by advertising in significant online and hard copy publications in the Trustee's discretion.
- (c) When selecting the Nominations Committee members, the Trustee must in consultation with the Noongar Advisory Company:
  - (i) review the composition of the Nominations Committee to ensure that there is a balanced mix of expertise and experience;
  - (ii) develop appropriate criteria for assessing the suitability of candidates;

- (iii) consider candidates on the basis of merit rather than any affiliation; and
  - (iv) request from candidates and third party sources sufficient information to enable the Trustee to assess the candidates' fulfilment of the qualifications in clause 16.4 and the candidates' suitability.
- (d) Candidates are preferred to be appointed to the Nominations Committee if they have:
- (i) experience working with Indigenous communities; or
  - (ii) experience with recruitment of boards or committees.

#### **16.6 Meetings and Decision Making**

- (a) Decisions of the Nominations Committee will be determined and their meetings will be carried out in accordance with Schedule 4 of this Deed or as otherwise determined by the Trustee from time to time.
- (b) The Nominations Committee must adopt and comply with the Code of Conduct and Policy and Procedures Manual.

#### **16.7 Term of appointment**

- (a) A person will continue to be a member of the Nominations Committee until the earlier of the:
  - (i) expiration of a period of 3 years;
  - (ii) date on which the person:
    - A. resigns;
    - B. dies;
    - C. becomes mentally incapacitated;
    - D. has their nomination for appointment revoked by the relevant body or committee which nominated them in accordance with clause 16.3; or
    - E. is removed as a member in accordance with clause 16.8.
- (b) A person is eligible for reappointment as a member of the Nominations Committee, subject to clause 16.7(c).
- (c) A person must not be appointed as a member of the Nominations Committee for more than 2 consecutive terms.

#### **16.8 Removing Nominations Committee members**

- (a) The Nominations Committee may by resolution remove one of its members if the person:
  - (i) fails to attend 3 consecutive Nominations Committee meetings without reasonable excuse; or

- (ii) does an act or omission that the Nominations Committee reasonably considers is a serious breach of the Code of Conduct or Policy and Procedures Manual.
- (b) A person removed under this clause 16.8 is ineligible for reappointment as a member of the Nominations Committee.