

**Terms of Reference for the proposed Nominations Committee**

<p><b>Background and Purpose</b></p>	<p>The Nominations Committee is a committee of The Australian Veterinary Association Ltd (AVA), endorsed by the Board. It has been established to assist the Board in fulfilling its responsibilities relating to:</p> <ul style="list-style-type: none"> <li>• Identifying and recommending suitable nominees for election or appointment as Directors.</li> <li>• Advising on and reviewing the Board Skills Matrix as per the AVA Constitution.</li> <li>• Supporting the development of a balanced and effective Board composition.</li> </ul> <p>The goal of the Nominations Committee is to ensure transparent, strategic, and skills-based appointments to the AVA Board.</p>
<p><b>Role</b></p>	<p>The Nominations Committee will:</p> <ul style="list-style-type: none"> <li>• Review and make recommendations to the Board on nominees for Board vacancies in accordance with the AVA Constitution and the Board Skills Matrix.</li> <li>• Provide advice on the terms and potential amendments to the Skills Matrix.</li> <li>• Evaluate nominees through a transparent, merit-based process, and provide formal recommendations to the Board.</li> <li>• Support the Board in the development of position descriptions and criteria for Director roles.</li> <li>• Act in an advisory capacity; it is not a decision-making body.</li> </ul> <p>The Committee will consider its purpose fulfilled when it has provided recommendations in line with the skills matrix and nomination criteria for all Board vacancies.</p>
<p><b>Scope of Work</b></p>	<p>In Scope:</p> <ul style="list-style-type: none"> <li>• Nomination processes for AVA Board Directors.</li> <li>• Recommendations on Board composition and skills requirements.</li> <li>• Review and updates to the Skills Matrix.</li> </ul>
<p><b>Membership Appointment Process</b></p>	<p>Members are appointed through an expression of interest / advertising process within the AVA and externally.</p> <p>The process and administration is supported by AVA and presented to the AVA Board via the AVA Nominations and Governance Committee.</p>
<p><b>Members</b></p>	<p>The Nominations Committee will include 5 representatives:</p> <ul style="list-style-type: none"> <li>• Three AVA members with experience in candidate evaluation.</li> <li>• Two independent external (non-AVA) representatives with experience in Board appointments.</li> </ul> <p>A Chair will be appointed by the Committee members.</p> <p>Membership terms are up to three calendar years, commencing from the AGM.</p> <p>Staggered terms will be implemented where possible to ensure continuity.</p>

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<b>AVA team support</b>	AVA staff will provide administrative support which may include scheduling meetings, circulating agendas and papers, and recording minutes.
<b>Meeting administration</b>	<p>The Chair will chair all Committee meetings and AVA staff will act as secretariat. Action items will be recorded to track progress.</p> <ul style="list-style-type: none"> <li>• Agendas and papers will be sent at least 5 business days before the meeting.</li> <li>• Minutes and action items will be circulated within 5 business days after meetings.</li> <li>• Feedback from the Committee will be provided to the Board within 10 business days.</li> </ul>
<b>Method of Communication</b>	<ul style="list-style-type: none"> <li>• The Committee will meet at least annually and more often as needed.</li> <li>• Meetings may be in person, virtual or hybrid.</li> <li>• Email and secure document sharing platforms will be used for inter-meeting communication.</li> </ul>
<b>Authority for decisions</b>	<ul style="list-style-type: none"> <li>• The Committee operates on a consensus basis but may adopt majority decision-making if consensus is not achieved.</li> <li>• A quorum will be 3 representatives and must include one independent committee member.</li> <li>• The Committee is not a decision-making body. It provides advice and recommendations to the Board via the Nominations and Governance Committee, which holds the authority for appointments and amendments.</li> </ul>
<b>Reporting and Accountability</b>	<ul style="list-style-type: none"> <li>• The Committee reports directly to the AVA Board via Nominations and Governance Committee.</li> <li>• A written report on Committee activities and recommendations will be provided when appropriate.</li> </ul>
<b>Term of Committee and Term of members</b>	<ul style="list-style-type: none"> <li>• Nominations Committee will be established after the Annual General Meeting.</li> <li>• Review of Terms of Reference: Every two years.</li> <li>• Individual member terms: 3 years (with staggering for continuity where possible).</li> </ul>
<b>Meeting Frequency and Attendance</b>	<ul style="list-style-type: none"> <li>• One meeting per year or as required.</li> <li>• Proxies are not permitted.</li> <li>• Non-attendance at two consecutive meetings without apology may result in removal from the Committee.</li> </ul>
<b>Values</b>	<p>Members of the Committee are required to:</p> <ul style="list-style-type: none"> <li>• Comply with the AVA Code conduct.</li> <li>• Adhere to AVA policy and statement positions in any discussions with external stakeholders.</li> <li>• Attend and participate in meetings, being prepared for meetings.</li> <li>• Be responsive to requests for feedback outside meeting times.</li> <li>• Declare and manage conflicts of interests appropriately. This may mean absenting yourself for decisions/votes.</li> <li>• Maintain the confidentiality of the working group's discussions and private correspondence.</li> <li>• Conduct themselves with civility.</li> </ul>
<b>Approval</b>	The AVA Board reserves the right to amend these Terms of Reference and the membership of the Committee at its discretion.