

World Ovarian Cancer Coalition (the Coalition) Nominations Committee Terms of Reference

1 Introduction

The Nominations Committee (the Committee) is established as a Committee of the Board, as required in terms of the Coalition's Bylaws and Regulations. These Terms of Reference should be read in conjunction with relevant Coalition policies and procedures outlined in section 10.

These Terms of Reference outline the role, responsibilities, and operating procedures of the Committee, and shall be reviewed by the Board at least every two years.

The Committee will continue until such time as terminated by the Board.

2 Purpose

The Committee's purpose is to assist the Board in the selection and appointment of Directors and in the evaluation of the Board's performance as defined in these Terms of Reference or as may be directed by the Board.

3 Role and responsibilities

The Committee, upon the advice of the Board, considers and makes recommendations to the Board on the matters listed below. The main responsibilities of the Committee are:

Succession planning

- develop and implement a plan to ensure orderly succession of Directors and Officers so that timely appointment and transition is maintained.
- make recommendations, as required, to the Board for adjustments to succession planning processes, or Coalition By-laws and Regulations, governing recruitment and appointment of Directors and Officers.

Develop and implement nomination procedures for the Board of Directors

- ensure a formal and transparent procedure for the selection, appointment and re-appointment of Directors is followed.
- ensure that the nomination process aligns with the Coalition's By-Laws and Regulations.

Recruitment and nominations

- ensure that the process for recruitment and nomination of Directors results in appointments that meet the Board's skills and expertise needs.
- align processes for recruitment and nominations with the Coalition's commitment to diversity, equity and inclusion, including geographical diversity.
- Ensure that the processes acknowledge the important role of key stakeholders in the Coalition's work, including partner organizations.
- develop and maintain a skills and attributes matrix to identify Board gaps.
- oversee calls for expressions of interest to fill Director vacancies that arise from time to time, at the direction of the Board.
- ensure that recruitment processes are accessible and non-discriminatory.

Interviews and appointments

- review qualifications, experience and commitment of Board Director applicants.
- arrange and undertake interviews and ensure that the interview panel has appropriate representation from the Board, and when required, external expert advisers.
- ensure due diligence by seeking references for potential candidates for appointment.
- make recommendations to the Board for appointment of individual candidates.

Induction of new Directors

- ensure that all newly appointed Directors have a formal induction plan in place covering the Coalition's history, By-laws and Regulations, 5-year Strategy and Business Plan, relevant policy and procedures, and meetings with Board and Leadership team members.

Past-Directors

- explore opportunities for past-Directors to continue to contribute to the work of the Coalition in meaningful and appropriate ways.
- Recommend to the Board ways to retain the experience, knowledge, and networks of past-directors.

Board performance

- develop and implement an annual board performance evaluation schedule
- report outcomes to the Board with recommendations for areas of improvement, training and development or board composition

The Committee is authorised by the Board to:

- investigate any activity within its terms of reference
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- seek any information it requires, in order to perform its duties

Committee members are expected to be fully prepared for Committee meetings to be able to provide appropriate and constructive input on matters for discussion.

4 Membership

4.1 Appointment and composition

The Committee will comprise of up to four members, three of whom must be Directors or past Directors of the Coalition.

The appointment of Committee members will continue for three years unless terminated earlier by the Board.

4.2 Chair

The Committee Chair will be a member of the Board of Directors and will be appointed by a simple majority vote by the Board for a term of two years, with the possibility of being reappointed by the Board for subsequent terms.

The appointment of a Deputy Chair is at the discretion of the Committee.

Committee meetings shall be chaired by the Committee Chair. In the absence of the Committee Chair and/or an appointed Deputy Chair, the remaining members present shall elect one of themselves to chair the meeting and to provide feedback to the Committee Chair as to the salient points and outcomes of that meeting.

4.3 Remuneration

Members serving on the Committee will not be remunerated.

5 Meetings

5.1 Frequency of meetings

The Committee will meet a sufficient number of times per year to carry out its responsibilities, being a minimum of once per year. Additional meetings may be scheduled as directed by the Board or Committee Chair, or otherwise as necessary to discharge the responsibilities of the Committee.

5.2 Agenda and minutes

The agenda and agenda papers for Committee meetings will be circulated no less than five working days before each meeting.

The Committee Secretary shall finalise the agenda with the Committee Chair prior to circulation to the Committee members. Any Committee member may submit an agenda point to the Committee Secretary within 10 working days before a meeting.

The Committee shall ensure that accurate minutes of all Committee meetings are prepared. The Committee Secretary will use their best endeavours to complete the draft minutes within five working days of the meeting and circulate it to the Chair for review and to the Committee members for approval within one month of the meeting. Minutes will be made available with the Board of Directors for information.

5.3 Attendance at meetings

Members are required to attend all Committee meetings using such technology as may be deemed appropriate.

The CEO and Committee Secretary shall attend all Committee meetings as standing invitees but may not vote on any decisions by the Committee.

The Chair of the Coalition will have a standing invitation to attend Committee meetings. A Director of the Coalition who is not a Committee member may attend Committee meetings provided they notify the Chair in advance.

Other non-members, such as management and professional advisors, may be invited by the Committee Chair to attend all or part of any Committee meeting as and when necessary.

5.4 Quorum

A quorum for meetings shall be satisfied by attendance of at least two Directors.

If a quorum is not achieved, a decision to continue with the meeting will be made by those present. If the meeting continues, all decisions must be ratified at the next meeting or out-of-session.

5.5 Decision-making

The Committee makes recommendations to the Board and does not have delegated decision-making authority from the Board.

5.6 Management of urgent matters

From time to time, urgent matters may arise requiring the review, approval or endorsement by the Committee. In such cases, the Committee Chair shall determine the relative urgency of the request and may either:

- call a special meeting of the Committee

- put the matter to vote by the Committee out-of-session in such form as may be directed by the Chair, which may include by way of email, with the vote of the majority of Members representing the decision of the Committee; or
- provide a response on behalf of the Committee, which is to be tabled at the next Committee meeting.

6 Secretariat

The Coalition CEO or such other person nominated by the Coalition Secretary shall act as the secretary of the Committee (the Committee Secretary).

The Committee Secretary shall attend all Committee meetings and is responsible for making all administrative arrangements for Committee meetings, preparing and circulating meeting papers and minutes, or such other secretariat support as may be required.

7 Reporting

The Committee reports to the Board. The Committee Chair, with the support of the Committee Secretary, must present feedback at the next scheduled Board meeting following each Committee meeting, or if requested at any time.

8 Confidentiality and privacy

All non-public information that Committee members acquire in the course of performing their duties should be treated as confidential, which obligation continues to apply when a member no longer serves on the Committee. Other than as authorised by Coalition or as required by law, Committee members shall not divulge such confidential information, use or appear to use such confidential information for personal advantage or for the advantage of a third person.

9 Conflicts of interest

Committee members must act with honesty and integrity, be open and transparent in dealings, and avoid personal interests to conflict with the interests of the Coalition and, where it exists, to identify and disclose any potential, perceived or actual conflicts of interest or related party transactions.

The declaration of interests will remain a standing agenda item for each Committee meeting and Committee members will be expected to declare the nature and extent of any actual, potential or perceived conflict of interest at the start of each Committee meeting if it is likely to have an impact on a discussion or decision being made by the Committee.

10 Further information

Definitions

Board – the Board of Directors of the Coalition

CEO – the Chief Executive Officer of the Coalition

Committee – the Nominations Committee of the Board

Committee Secretary – the CEO Secretary or such other person nominated by to act as the secretary of the Committee

The Coalition - World Ovarian Cancer Coalition

Related Controlled Documents

General By-Law – World Ovarian Cancer Coalition

Board Regulations - World Ovarian Cancer Coalition

Code of Conduct Policy

Conflict of Interest Policy

Board of Directors – Role Description

Board Business Schedule

Board Evaluation Schedule

11 Version History

Date of Original: 29 Nov 2023

Adoption: 13 Dec 2023

Due date for Next Review: 14 Dec 2023