BASEBALL CANBERRA NOMINATIONS COMMITTEE (NC)
CHARTER & TERMS OF REFERENCE (ToR)

1. Charter / Terms of Reference

1.1. The Baseball Canberra (**BC**) Nominations Committee (the **NC**) is a committee of the Baseball Canberra Board (the **Board**) defined in clause 1.1 and established under clause 15.4 of the BC Constitution (the **Constitution**).

1.2. This charter and Terms of Reference (**ToR**) is the written charter and ToR of the NC and sets out the roles and responsibilities, composition and operation of the NC.

1.3. The NC must utilize BC's Board Skills & Diversity Matrix (the **Matrix**) as part of its assessment of nominees for Director vacancies.

1.4. When assessing nominees for Director vacancies, the NC must comply with clause 15.3(f) of the Constitution, which requires:

1.4.1. The Directors and NC must use reasonable endeavors to ensure gender balance of Directors and that the gender composition of Directors is in accordance with any equity policy adopted by Directors.

2. Constitutional Authority

2.1. The Constitution provides that the role of the NC is to:

2.1.1. identify candidates to fill Director vacancies (including casual vacancies) and assess all nominees for Director vacancies including the power, in accordance with clause 15.4(a) of the Constitution, to determine that a nomination is unsuitable for further consideration by the Association, the Directors or the Members (as applicable) where that decision is unanimous.

3. Role of the NC

3.1. The Board has authorised the NC, within the scope of their duties and responsibilities set out in the Constitution and this Charter/ToR to:

3.1.1. manage the process to identify, nominate and select relevant Director candidates and recommend nominees for temporary appointment or election to the Board

3.1.2. identify and evaluate BC General Manager candidates and other BC staff/contractor when vacancies arise and recommend preferred candidates for appointment by the Board, and

3.1.3. perform other such functions as assigned by the Board to the NC from time to time.

4. Responsibilities of the NC

In assisting the Board in fulfilling its responsibilities, the duties of the NC are as follows.

4.1. Board Nominees and Succession

4.1.1. manage BC's Matrix which sets out the ranges of skills, expertise, experience, diversity and personal attributes that the Board should look to achieve in Board membership

4.1.2. develop a process to undertake a call for nominations that ensures nominees are made aware of the identified skill sets/current gaps required to contribute to the Board per the matrix

4.1.3. receive, review and rank all nominations for Board Director positions

4.1.4. drive all communication (with Board input) with all proposed nominees for Board Director positions, and set-up/conduct interviews as appropriate including with the Board

4.1.5. assess and rank nominees against identified BC Board skill priorities and requirements (including culture fit) and undertake reference checks as required

4.1.6. finalise NC recommendations and provide the Board with relevant documentation

4.1.7. ensure that a process is undertaken to evaluate and analyse the skills, expertise, experience, diversity and independence of Directors of the Board and the GM of BC and make recommendations to the Board regarding appointments, retirements and terms of office

4.1.8. review and report to the Board on BC's adherence to gender balance and related requirements in the Constitution, not only in relation to the Board but for other BC committees etc, and

4.1.9. ensure succession planning for the Board to maintain appropriate skill and diversity mix (see Constitution for male/female percentage) while minimizing business disruption.

4.2. CEO and other BC Staffing Gaps etc

4.2.1. identify and evaluate GM candidates and other BC staff when positions are vacant and recommend preferred candidates for appointment by the Board, and

4.2.2. assist the Board with succession planning for GM and other key staffing positions and help to maintain appropriate skill and diversity mix in BC staffing while minimizing business disruption.

5. Membership

5.1. The NC shall comprise of three (3) members, being:

5.1.1. An independent chair that is not a Director on the Board;

5.1.2. A Director representative chosen by the Board; and

5.1.3. A member representative (the Board recommends that 'Voting Members' select this individual).

5.2. Members of the NC will be appointed by the Board for a term to be determined by the Board, subject to a maximum term limit that must not exceed nine years.

5.3. The Chair of the NC will be appointed by the Board from time to time.

6. Meeting Proceedings

6.1. The NC will meet at least four times each year, and as often as it deems appropriate to perform its obligations under this Charter/ToR. A meeting may be conducted either in person or electronically.

6.2. The NC may invite other people to attend meetings as it sees fit, and consult with other people or seek any information it considers necessary to fulfil its obligations under this Charter/ToR.

6.3. The NC may from time to time create working groups, each of which will report to the NC.

6.4. The NC Chair, or a delegate, will report to the Board following each meeting of the NC.

6.5. The report to the Board will be a written report in order to:

- 6.5.1. ensure the Board has insight into the key issues discussed by, and the decisions of, the NC;
- 6.5.2. Ensure Board awareness and confirm all obligations delegated to the NC have been fulfilled; and
- 6.5.3. assist in the periodic review of the NC's performance.

6.6. The report to the Board will include recommendations on any specific decisions or actions that the Board should consider including relevant timings (e.g. upcoming AGM item) and any recommended changes to this Charter/ToR.

7. Charter Terms

7.1. The NC will review its Charter/ToR annually to ensure it is fit for purpose and meets the needs of BC and the NC with any amendments to the Charter must be approved by the Board. See

8. BC Board Adoption & Annual Reviews:

8.1. The BC Board approved this policy, out of session, on 3 August 2026.

- 8.1.1. 2027 annual review: TBC
- 8.1.2. 2028 annual review: TBC
- 8.1.3. 2029 annual review: TBC
- 8.1.4. 2030 annual review: TBC