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Board Recruitment Subcommittee

Charter

REACH Limited

Board Recruitment Subcommittee Charter

1. **Introduction**

This charter sets out the scope of the Board Recruitment Subcommittee in relation to the organisation.

The role of the Board Recruitment Subcommittee is not an executive role.

1. **Objective**

The objective of the Board Recruitment Subcommittee is to assist the Board achieve its objective of ensuring the organisation has a Board of an effective composition, size and commitment to adequately discharge its responsibilities and duties.

**Responsibilities**

The Board Recruitment Subcommittee is responsible for:

1. Identifying and recommending to the Board, nominations for membership of the Board;
2. Identifying and assessing the necessary and desirable competencies and characteristics for Board membership;
3. Ensuring succession plans are in place to maintain an appropriate balance of skills on the Board and reviewing those plans;

**Policy for Appointing new directors**

REACH Limited strives to have a Board of sufficient size with the appropriate balance of skills and experience to meet the organisations present and future needs.

Candidates for membership of the Board will be assessed against criteria according to the constitution, including:

1. Character and standing;
2. Familiarity with corporate governance principles and practices including:

* Directors duties;
* Conflicts of interest;
* Leadership skills;
* Teamwork skills, including:

1. Contribution to board discussions and functions; and
2. Promotion of the Boards objectives;
3. Knowledge and understanding of the organisation, including the regulatory environment in which it operates;
4. Responsibilities of the organisation to its stakeholders and the broader community;
5. Effective communication skills;
6. Understanding of financial reports and managerial reports;
7. Understanding of strategic goals; and
8. Time availability and commitment.

**Procedure for appointing new directors**

The Board Recruitment Sub-Committee is responsible for:

1. Assessing and identifying the necessary and desirable skills, experience and knowledge required for the Board;
2. Assessing and identifying the skills, experience and knowledge represented on the current Board;
3. Assessing and determining the time commitment needed from each board member to adequately perform their duties;
4. Writing and reviewing job descriptions for the Board;
5. Interviewing each candidate and conducting professional background and reference checks;
6. Ensuring that each candidate:
7. Has the necessary skills, experience and knowledge to perform their duties and responsibilities as a director;
8. Is able to devote the time necessary to perform their duties and responsibilities;
9. Is able to work with the other members of the Board;
10. Assembling, where possible a short list of potential nominees for submission to the Board; and
11. Ensuring that any notice of a meeting at which the appointment of a director is to be considered is clearly and comprehensively minuted.

**Performance and Professional Development of Directors**

The Board Recruitment Sub-Committee is responsible for:

1. Annually reviewing the performance of the Directors;
2. Establishing processes for evaluating the performance of the Board, both collectively and individually;
3. Annually reviewing professional development undertaken in the previous year; and
4. Submitting a comprehensive list of ongoing professional development required / identified for the next financial year.

A member of the Board Recruitment Sub-Committee must not participate in any review or assessment of their own performance.

**Other responsibilities**

The Board Recruitment Sub-Committee is responsible for doing anything the Board considers appropriate in the context of this charter.

**The Board Recruitment Sub-Committee composition**

Then Board Recruitment Sub-Committee must comprise;

1. The chairperson of the Board;
2. The management team; and
3. Where required any other independent director or member of the executive team who may be required depending on the position being recruited at the time.

The chairperson of the Board Recruitment Sub-Committee must be the chairperson of the board.

Any Director may join the Board Recruitment Sub-Committee at any given time depending on the position being filled; this appointment may be given a time frame depending on the requirements of the Board.

Any member of the Board Recruitment Sub-Committee who has a conflict of interest in relation to any matter being considered by the Committee will excuse himself or herself from the Committee until the matter is dealt with by the Committee.

**Board Recruitment Sub-Committee meetings**

* The Board Recruitment Sub-Committee will meet as often as it considers necessary;
* The quorum for a Board Recruitment Sub-Committee meeting is two Board Recruitment Sub-Committee members;
* Board Recruitment Sub-Committee meetings may be held by any technological means allowing its members to participate in discussions even if all of them are not physically present in the same place. A member who is not physically present but participates by technological means is taken to be present.
* The Board Recruitment Sub-Committee may invite anyone it considers appropriate to attend Board Recruitment Sub-Committee meetings.

**Minutes of the Board Recruitment Sub-Committee meetings**

* The Board Recruitment Sub-Committee must keep minutes of its meetings;
* Minutes of each meeting must be included in the papers for the next Directors Meeting;
* Minutes must be distributed to all sub-committee members after the chairperson has approved them;
* Minutes, agenda and supporting papers are available to directors upon request to the Committee, except if there is a conflict of interest.

**Reporting to the Board**

The Board Recruitment Sub-Committee chairperson must report the Board Recruitment Sub-Committee findings to the Board after each committee meeting.

**Access to information and independent advice**

The Board Recruitment Sub-Committee may seek any information it considers necessary to fulfil its responsibilities.

The Board Recruitment Sub-Committee may seek professional advice from external advisers at the organisation cost.

**Review and changes to this charter**

The Board Recruitment Sub-Committee will review this charter annually or as often as it considers necessary. The Board may change this charter from time to time depending on the needs of the organisation.

**Approved and adopted**

This charter was approved and adopted by the REACH Limited Board of Directors on

Date: May 2014

Signed: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ Regional Manager