



netball
NEW SOUTH WALES

Netball NSW

Board Committee Policy

Adopted by New South Wales Netball Association Ltd at its Board Meeting held on 5 December 2022

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1 Purpose of this Policy

The Board of Netball NSW has established six Board Committees to assist with business in specific areas. This policy outlines general detail relating to the Committees and includes the Terms of Reference of each Committee as separate annexures.

2 Board Committees

The five Netball NSW Board Committees are:

- Nominations Committee
- Audit and Risk Committee
- SSN Elite Club Commercial Committee
- Governance Committee
- People and Culture Committee

Following the Netball NSW Annual General Meeting the Board will appoint (or re-appoint) the Chairperson of each Committee. Appointment of the remaining members of the Committee will be as stipulated in the relevant Terms of Reference.

3 Review

Each Committee will review its Terms of Reference on an annual basis and recommend any amendments to the Board. Committee's will also conduct an annual assessment of their performance against the duties and responsibilities outlined in the Terms of Reference.

The Board will review the effectiveness and value of each Committee at least once every two years to ensure that the Committee structure is serving Netball NSW in the manner intended.

Terms of Reference	Last Reviewed by the Board
Nominations Committee	5 December 2022
Audit and Risk Committee	1 December 2020
SSN Elite Club Commercial Committee	5 December 2022
Governance Committee	1 December 2020
People and Culture Committee	24 June 2023

Annexure A: Terms of Reference – Nominations Committee (as at November 2022)

1. Purpose

1.1 The Nominations Committee (“the Committee”) is formed pursuant to clause 14.6 of the Netball NSW Constitution and reports to Netball NSW Board (“the Board”). The primary functions are to:

- a) Review Director’s existing skill sets and determine the preferred skill requirements for upcoming Director terms;
- b) Develop and implement a pre nomination process to identify and / or interview potential Directors;
- c) Provide guidance to the membership on the skills match of those people nominated for Elected Director positions compared with the current requirements of the Board;
- d) Make recommendations to the Board for the appointment of Appointed Directors;
- e) Review Board succession plans.

2. Membership and Terms

2.1 The Committee shall consist of three people, all to be appointed by the Directors made up of:

- a) An independent Chair. An independent person shall not be:
 - a. a current or former Netball NSW Board Director;
 - b. a current or former Netball NSW employee; or
 - c. an Office Bearer or any Affiliate Member, Interested Member or Community Member or hold an equivalent position in circumstances where the Affiliate Member, Interested Member or Community Member is not a corporation. ;
- b) A Director, provided that person is not subject to re-election or re-appointment; and
- c) A Member representative.

2.2 Appointment to the Committee will be for one year or as determined by the Board. Appointment will be made at the September Board Meeting for the following nomination process, or at such other time as determined by the Board.

2.3 The quorum of the Committee is three members.

3. Meetings

3.1 The Committee will meet as required. Meeting dates are scheduled as part of the annual Netball NSW Board calendar, or as directed by the Netball NSW Board, or as otherwise agreed by the Committee. Additionally, the Chairperson will call a meeting of the Committee if so, requested by any member of the Committee.

3.2 The Committee will meet as required to attend to matters relating to this Terms of Reference.

3.3 The Chairperson will settle minutes of all meetings, which will be provided to the full Board for noting at the next full Board meeting.

4. Voting

- 4.1 Subject to clause 4.2 below, matters arising for determination at Committee meetings will be decided by a majority of votes of members present.
- 4.2 A determination that a nomination is unsuitable for consideration by Netball NSW, the Board or the Members (as applicable) must be by unanimous decision.
- 4.3 In the case of an equality of votes, the Chairperson of the meeting, in addition to the deliberative vote, has a casting vote.

5. Process / Duties

- 5.1 The Committee is responsible for adhering to the requirements of the Netball NSW Constitution, as amended from time to time, and the direction of the Netball NSW Board to make recommendations to fill Netball NSW Board vacancies and/or make recommendations for the appointment of Netball NSW Board Directors.
- 5.2 The Committee must utilise a skills matrix as part of its assessment of nominees for Director vacancies.
- 5.3 The process to be followed by the Committee in relation to Elected Directors is as follows:
 - a) Review the skill audit of the existing Board, paying particular attention to the skills of the Directors coming to the end of their term;
 - b) Recommend the skills which are to be highlighted as areas of need for new Directors of Netball NSW to ensure an appropriate skills balance and succession planning;
 - c) Identify candidates to fill Director vacancies (including casual vacancies);
 - d) Review the backgrounds and skill sets of those nominated for the election, including interviewing nominees if necessary. A nomination will be eligible where it meets the skill, expertise and personal attribute sets required and identified in the Netball NSW Board Skills Matrix. Where a nomination fails to satisfy the criteria, the Committee may determine that the proposed candidate is ineligible to stand for election to the Netball NSW Board in the year that the proposed candidate has nomination for the position;
 - e) Prepare the communication to be circulated to members, in line with the annual timeline, outlining how the nominees address the current needs of the Netball NSW Board and recommending for election the candidates who best deliver a balanced, skills-based Board based on prioritised expertise/skill sets and the Board's strategic focus.
- 5.4 The process to be followed by the Committee in relation to the appointment of Appointed Directors is as follows:
 - a) Review the skill audit of the existing Board, paying particular attention to the skills of the Directors coming to the end of their term;
 - b) Recommend the skills which are to be highlighted as areas of need for new Directors of Netball NSW to ensure an appropriate skills balance and succession planning;
 - c) Approach possible candidates.
 - d) Review the backgrounds and skill sets of those persons who express an interest in being appointed to the Board and conduct interviews as appropriate;
 - e) Make a recommendation to the Board regarding the appointment of Appointed Directors.
- 5.5 In undertaking its processes in clauses 5.1 and 5.4 above, the Committee should also be aware of the Netball Australia State of the Game Review (Review) recommendations, in particular recommendation 2.1 and 2.2, and consider as far as possible a recommendation for election or appointment of Netball NSW Directors from an Aboriginal and Torres Strait

Islander (ATSI) and Athlete backgrounds (As defined by the Review and provided that they meeting the eligibility criteria for a nomination as described above).

6. Adhoc / Additional Duties

6.1 Aside from those duties specifically outlined in item (6) above relating to Directors joining the Board, the Committee may also meet from time to time to consider items such as:

- a) The overall skills balance of the Board;
- b) Succession planning; and / or
- c) To meet with prospective Directors outside of the normal election and appointment cycle.

The Terms of Reference were last approved by the Board on 5 December 2022.

Annexure B: Terms of Reference - Audit and Risk Committee (as at 1 December 2020)

1. Purpose

- 1.1 The Audit & Risk Committee (the Committee), is appointed by and reports to the Board of Directors (the Board) of Netball NSW (the Company) to assist the Board to fulfil its oversight responsibilities relating to:
- The preparation and integrity of the Company's financial accounts and statements;
 - Internal controls, policies and procedures that the Company uses to identify and manage business risks;
 - Qualifications, independence, engagement, fees and performance of the external auditor;
 - The external auditor's annual audit of the financial statements;
 - The resources, performance and scope of work of the internal audit function;
 - Company compliance with legal, regulatory requirements and compliance policies.
- 1.2 Effective corporate governance depends on the active and collaborative participation of the Committee, the Board of Directors, external auditors, internal auditors, other assurance providers and management. Ensuring the collaboration occurs effectively and efficiently is fundamental to the Committee's success.
- 1.3 The existence of the Committee does not diminish the Board's responsibility to ensure the integrity of the financial reporting.
- 1.4 The Committee is a sub-committee of the Board and receives its powers and delegation from the Board.
- 1.5 These Terms of Reference (TOR) set out the functions and responsibilities of the Committee and detail the manner in which the Committee will operate.

2. Authority

- 2.1 The Board has authorised the Committee, within the scope of the duties and responsibilities set out in the TOR, to:
- Perform the activities required to address the responsibilities and make recommendations to the Board;
 - Resolve any disagreement between management and the external auditor, with areas of significant disagreement being advised to the Board;
 - Select, engage and approve the fees (within operational limits) for professional advisers that the Committee may require to carry out its duties;
 - Subject to the agreed protocol:
 - Require the attendance of any Company manager or staff member at meetings, as appropriate;
 - Have unrestricted access to information it considers relevant to its responsibilities under this TOR.

3. Composition and Terms of Appointment

- 3.1 The composition of the Committee shall include up to five (5) members:

- a) Two members who are current Board Directors appointed by the Board; and
- b) Up to three other members with the requisite skills who may be drawn from the Board Directors, membership of Netball NSW or independent experts appointed by the Board.

The Committee will appoint a Committee Secretary.

3.2 When considering the appointment of members to the Committee, the Board will have regard to the requisite and desired skills including:

- Relevant qualifications and/or significant experience in a professional or corporate role;
- Demonstrated ability to read and analyse financial statements, critically assess financial viability and performance, oversee budgets and the efficient use of resources;
- A good understanding of business and financial risks and related controls and control processes;
- A good understanding of business strategy/planning and the need to align financial resources and financial planning to strategic priorities;
- A sound knowledge of the business of sport and/or the NFP sector; and
- A sound knowledge of corporate governance.

3.3 Committee member appointments are for an initial term of 1 year and the appointment is reviewed annually (following the Annual General Meeting), or earlier, if circumstances dictate.

The members of the Committee drawn from the Board under clause 3.1 serve on the Committee concurrent with their term as Director on the Board. If and when such a member's term as a Director of the Board expires so too does their membership of the Committee.

This clause does not prevent such a member being re-appointed to the Committee provided that their eligibility as a Director of the Board remains intact.

Any casual vacancies that arise on the Committee can be filled by the Board and the Board may specify the term of appointment.

3.4 The Committee may invite additional experts to participate in meetings, and provide advice to the Committee, where the Committee considers it desirable to add to the expertise of the Committee as may be considered necessary from time to time (e.g. investment advice, risk management advice, asset management advice, forensic audit). Such invitations of experts shall be undertaken by the Committee on the written permission of the Chair of the Board and the Chief Executive Officer after consulting with the Chair of the Committee.

Representatives of external auditors and senior management will be requested to attend and report at meetings of the Committee as appropriate. Such attendance to be arranged through the Chief Executive Officer.

3.5 Unless otherwise advised in writing by the Chair of the Board, the following Netball NSW staff will receive a standing invitation to participate in all meetings and advise the Committee but possess no voting rights:

- a) Chief Executive Officer; and
- b) Executive General Manager, Finance & Strategy.

4. Committee Chair

4.1 The Committee Chair will be the Committee member appointed by the Board but must not be the Chair of the Board.

4.2 Should the Committee Chair be absent from a meeting, the Committee members present must appoint a Chairperson for that particular meeting, who should not be the Chair of the Board.

5. Meetings

5.1 The Committee must meet at least 4 times per year (quarterly). If a member is unable to be physically present, they may participate by video or teleconference. The Committee may meet in any manner as agreed by the majority of Committee Members which includes electronically.

5.2 A notice of each meeting, with relevant supporting agenda papers, confirming the date, time and venue is to be forwarded to each Committee member (with a copy to all Directors upon request) at least 5 working days before each meeting.

5.3 The Committee Chair, the Chair of the Board or any other Committee member may call a meeting of the Committee. The external auditor may request the Committee Chair or a Committee member to call a meeting. The Committee Chair may waive the 5 working days' notice period if agreed by all members.

5.4 The Committee Chair may invite any person or persons (other than duly appointed members) to attend meetings of the Committee, but not necessarily for the full duration of the meeting. A standing invitation shall be issued to:

- The Chair of the Board and other Directors;
- The Chief Executive Officer;
- The Executive General Manager Finance & Strategy;
- The internal and external auditors; and
- The Finance Manager.

5.5 A quorum for the Committee shall be at least three members and at least one of these members must be a Board Director.

5.6 The Committee Chair is not entitled to a second or casting vote.

6. Minutes

6.1 The Committee secretary or delegate must prepare the minutes of the Committee meeting within 7 working days. After the Committee Chair has given preliminary approval, the draft minutes are circulated to all Committee members and included in the next available Board papers.

6.2 The minutes of the meeting must be confirmed at the next Committee meeting.

7. Communication

7.1 The Committee is expected to maintain free and open communication with the external auditor and management.

8. Duties and Responsibilities:

In assisting the Board to fulfil its responsibilities, the duties of the Committee are as follows.

8.1 Assessment of financial information

- a) Review any significant accounting and reporting issues, including professional and regulatory announcements, and understand their effect on the Company's financial statements

- b) Review all financial statements of the Company, which require the approval of the Board, based on the recommendation of the Committee, and hold discussions regarding the financial statements with the external auditor and management before submission to the Board.
- c) The Committee will pay specific attention to:
- The consistency of accounting policies and appropriate adoption of any new accounting standards;
 - Considering the need for appropriateness of and correct disclosure of, any changes made to the Company's accounting policies;
 - The treatment and disclosure of complex or unusual transactions, including off-balance sheet structures;
 - Significant judgements made by management in preparing the financial statements, including any significant accounting estimates;
 - The going-concern assumptions;
 - Review the written attestations provided by the Chief Executive Officer and Executive General Manager Finance & Strategy for Australian reporting purposes that:
 - The Company's financial records have been properly maintained;
 - The Company's financial statements and notes present a true and fair view, in all material respects, of the Company's financial condition, and are in accordance with relevant accounting standards;
 - The financial statements are founded on a sound system of risk management and internal compliance and control, and that the system is operating effectively in all material respects in relation to financial reporting risk;
 - The Company's risk management and internal control and compliance systems are operating efficiently and effectively in respect to its material business risks.

8.2 External auditors

- a) Recommend to the Board the appointment, evaluation and removal of the external auditors.
- b) Review and approve the external auditors' proposed audit plan and audit approach, including materiality levels.
- c) Review and agree on the terms of engagement and the audit fees for the external auditors prior to the commencement of each audit.
- d) Review the independence and objectivity of the external auditors and their compliance with all relevant independence requirements including:
- Financial interests in clients and other business relationships;
 - Employment and other personal relationships;
 - The level of non-audit services provided;
 - The rotation of audit partners;
 - Limitations on the external audit partner providing services other than audit, review or attestation.

- e) Understand any material alternative treatment of financial information that has been discussed with Management, including their ramifications, together with the treatment preferred by the external auditors.
- f) Discuss the appropriateness of accounting policies, estimates and judgements.
- g) Review the external auditors summary management report, detailing the results and significant findings from the audit and management responses.
- h) Meet annually with the external auditor, without management present.
- i) Resolve any disagreements between management and external auditors in the financial reporting and advise any significant issues to the Board.
- j) Review and approve the external auditors process for the rotation and succession of audit and review partners, including their approach to managing the transition.
- k) Obtain from the external auditors and review the independence declaration required under the Corporations Act.

8.3 Risk management and internal controls

- a) Approve the Company's risk management policy and oversee the risk management system, including the risk management function and its resourcing.
- b) Approve and monitor the Company's risk profile developed by management, covering the principal enterprise-wide risks, including strategic, operational, legal and financial.
- c) Review the operational effectiveness of the policies and procedures relating to risk and the Company's internal control environment.
- d) Review the management evaluation of the effectiveness of internal controls.
- e) Review the effectiveness of the Company's insurance activities.

8.4 Compliance

- a) Review the effectiveness of the Company's approach to achieving compliance with laws, regulations, industry codes and company policies.
- b) Review compliance with the Company's values and related behaviours and the code of conduct. Review and monitor the effectiveness of policies, procedures and processes for complying with continuous disclosure requirements.
- c) Obtain periodic updates from management, legal counsel and the Company secretary regarding compliance matters that may have a material impact on the Company's activities. Review any correspondence from regulatory bodies regarding significant issues.
- d) Review the compliance of the NSW Swifts and GIANTS Netball with regards to the Suncorp Super Netball (SSN) Total Player Payment Rules (TPPR - also known as 'Salary Cap') that are contained in the SSN Competition Rules (CR).

8.5 Other responsibilities

- a) Ensure there is a process in place for the Chair of the Board and Committee Chair to be immediately informed of any issue of significant non-compliance or litigation.
- b) Oversee the process for the receipt, retention and treatment of information received from the internal whistleblower procedures, and also from external complainants regarding matters relating to audit, the financial statements, internal controls or possible fraud.
- c) Review any fraud reports. Review and discuss any reports concerning any breach of fiduciary duty. Hold regular executive sessions with the Chief Executive Officer, Executive

General Manager Finance & Strategy and other senior management to discuss private matters with the Committee.

- d) Review, for potential conflict of interest situations, and pre-approve related party transactions on an ongoing basis.

9. Reporting

9.1 In addition to providing the Board with a copy of the agenda, Committee papers (on request from a Director) and minutes of its meetings the Committee will ensure:

- The Committee Chair reports to the Board on Committee meetings, regarding all relevant matters and appropriate recommendations, in a written report (with supporting material) for noting or approval by the board.
- The Committee addresses any other reporting responsibilities.

10. Reviews

10.1 To ensure the Committee is fulfilling its stewardship duties to the Board, the Committee will:

- Review, at least annually, the Committee TOR and recommend to the Board any appropriate amendments for approval;
- Review the annual agenda incorporating any changes in the TOR; and
- Conduct a regular assessment of its performance against its TOR duties and responsibilities and provide a report of the findings to the board.

11. Limitations

11.1 The following limitations apply to the Committee:

- a) The Committee may adopt and operate to policies provided that any such policy is approved by the Board;
- b) The Committee may not sub-delegate any power, duty or responsibility without prior written approval of the Board;
- c) The Committee shall otherwise operate in conformity with all relevant policies and procedures of the Company.

11.2 The Committee must, in the exercise of its powers or otherwise, at all times conform to any directions or regulations that may be prescribed by the Board.

12. Conflict of interests

12.1 The nature of any interest of each member must be declared by the member at the commencement of each meeting of the Committee at which the contract, arrangement or interest is first taken into consideration. If a Committee member becomes interested in a matter after it is made or entered into, the declaration of that interest must be made to the Committee Chair as soon as practical.

12.2 A general notice that a Committee member has an interest in any matter is to be regarded as interested in all transactions involving that matter unless otherwise clarified, and is sufficient declaration.

12.3 Any declaration made or any general notice given by a Committee member must be recorded in the minutes of the Committee.

12.4 A Committee member, notwithstanding any interest, may be counted in the quorum present at any meeting but not participate in discussion or vote in respect of any contract or arrangement in which the Committee member has an interest.

13. Confidentiality

13.1 All matters discussed at the Committee meetings together with all material provided to Committee members and any attendees is confidential. Such material can only be provided to another party with the written permission of the Chair of the Board and/or the Chief Executive Officer.

14. Revocation of Powers

14.1 The Board may in its sole discretion recall or revoke any powers or any delegation or any appointment provided to the Committee.

14.2 The Board may in its sole discretion amend or repeal any decision made by the Committee.

14.3 Members of the Committee may withdraw from membership of the Committee by written notification to the Chair of the Board.

15. Audit Committee Annual Agenda

				Apr	Jul	Sep	Oct	Feb
*	Recommended timing	**	As required					
Foundation								
	Review audit Committee TOR and annual agenda			*				
	Assess Committee's independence, financial literacy, skills and experience			*			*	
	Determine number of meetings for forthcoming financial year			*		*		
	Committee Chair to determine meeting agenda and required attendees, including management and assurance providers			*	*	*	*	*
	Conduct an assessment of the Committee's performance against its charter and provide a report to the Board							**
	Conduct an assessment of the individual members performance							*
	Consider Committee member rotation and succession planning.							*
Assessment of Financial Information								
	Review significant accounting and reporting issues			*	*	*	*	*
	Review financial matters affecting the monthly management reporting process			*	*	*	*	*
	Review financial matters affecting the year end financial statements							*
	Review and approve annual financial statements							*
	Review attestations of the CEO and EGMFC for Australian reporting							**
	Review & discuss any reports concerning evidence of material violation or breaches of fiduciary duty			**	**	**	**	**

				Apr	Jul	Sep	Oct	Feb
*	Recommended timing	**	As required					
	Review and discuss any reports submitted by the external auditor detailing any instances of fraud or possible illegal acts on the part of senior management	**		**	**	**	**	**
	Review process, policies and procedures for continuous disclosure obligations	**		**	**	**	**	**
	Review conflicts of interest and related party transactions							**
External Auditors								
	Recommend appointment, evaluation and removal of the external auditors							**
	Review audit plan and scope of audit work						*	*
	Recommend terms of engagement and audit fees					*		
	Consider policy in relation to non-audit services			*				
	Review and pre-approve non audit services as required	**		**	**	**	**	**
	Consider objectivity/independence and obtain independence declaration from external auditor							*
	Review external auditors report and findings and progress on management actions						*	*
	Discuss implications of any significant changes in accounting standards	**		**	**	**	**	**
	Discuss appropriateness of accounting policies, estimates and judgements	**		**	**	**	**	**
	Discuss external auditors view on control environment, including fraud and risk management	**		**	**	**	**	**
	Resolve any disagreement between management and the external auditor in the financial reporting and report any significant issues to the Board	**		**	**	**	**	**
	Discuss issues with external auditor in the absence of management	*		*	*	*	*	*
	Ongoing communication (written/oral) between the external auditor with the Committee	**		**	**	**	**	**
	Review report from external auditor on quality control procedures							*
	Review the external auditors process for rotation and approach for managing transition							*
Risk Management and Internal Controls								
	Review risk management policy and risk management system	*		**	**	**	*	**
	Review risk profile	*		**	**	**	*	**
	Review internal controls & operational effectiveness of risk policies and report to the board	*		**	*	*	*	**

				Apr	Jul	Sep	Oct	Feb
*	Recommended timing	**	As required					
Review the effectiveness of the Company's insurance activities				*	**	**	*	**
Compliance								
Review legal and regulatory matters that may have a material impact on the Company				**	**	**	**	**
Review any correspondence from regulatory bodies				**	**	**	**	**
Review compliance with company values and related behaviours and the code of conduct				**	**	**	**	**
Review compliance with continuous disclosure requirements				**	**	**	**	**
Review managements compliance with the SSN Salary Cap and Total Player Payment Rules including pre-season and post-season declarations and reconciliations provided to SSN				**	**	**	**	**
Other Responsibilities								
Review whistleblowing arrangements and reports				*	**	**	*	**
Review incidences of fraud brought to the attention of management and any follow-up action.				**	**	**	**	**
Hold regular executive sessions with senior management				**	**	**	**	**
Review the level of cooperation between management and external auditor				**	**	**	**	**
Conduct special investigations and perform other activities, as appropriate				**	**	**	**	**
Reporting								
Maintain minutes and report to the Board				*	*	*	*	*

As adopted by Audit and Risk Committee on 17 November 2020

The Terms of Reference were last approved by the Board on 1 December 2020

Annexure C: Terms of Reference – SSN Elite Club Commercial Committee *(as at 22 March 2022)*

1. Purpose

- 1.1 To consider alternate governance models and commercialization avenues for the two NNSW Elite clubs [NSW Swifts and Giants Netball]
- 1.2 To create a more rigorous reporting structure for the two NNSW Elite teams to the NNSW Board regarding: Salary caps, high performance team recruits / retention, sponsorship partners et al.
- 1.3 To allow a discussion channel for Club/s direction and initiatives
- 1.4 To oversee philanthropic strategy for NNSW, NSW Swifts and Giants Netball, and oversee a Foundation as a diversified revenue stream.

The intention is to assess opportunities for NNSW Elite clubs, align them with partners who can further the commercial success of NNSW, and position them for future profitable returns. Whilst combining the philanthropic / foundation arm of the business into the revenue structure of NNSW.

Reports directly to the Board of Directors (**Board**) of The New South Wales Netball Association Limited (**Company**).

1.5 Primary functions:

- 1.5.1 Consider individual governance models for each Elite team to ensure sufficient independence, ability to make a profit, and reduce impediments to success.
- 1.5.2 Consider future partners of choice – sporting codes/teams, commercial, charity, sponsors/partners, Education providers, facility sharing et al
- 1.5.3 Assess current partners, and how they align to the ethos/values and brand of NNSW
- 1.5.4 Consider how to further commercialise the Elite clubs and how to capitalise their assets
- 1.5.5 Assess high performance pathways to materialize NNSW's investment in Players/Administrators/Officiators through Academies into NNSW Elite teams.
- 1.5.6 Review how players / coaches et al add to the unseen value of the club and how this affects future signings
- 1.5.7 Consider individual player opportunities for creating value for NNSW [Government campaigns for sport, Media opportunities, Education providers, national/international commercial partners etc]
- 1.5.8 Oversee the establishment of Foundations for NNSW, NSW Swifts, Giants Netball to better fund high performance athlete development, facilities, pathways, grassroots causes, equality [demographic, social-economic, gender, ability, age], special events [Commonwealth games etc], education and advancement of women, scholarships, etc.

2. Authority

- 2.1 The Committee is a sub-committee of the Board that was established under clause 15.6 of the Company's Constitution, and it continues in operation until the Board determines otherwise.

2.2 Within the scope of the functions, duties and responsibilities set out in these TOR, the Board has authorised the Committee to:

- Assess the primary functions as stated in Clause 1, and make recommendations to the Board;
- Work with management to ensure alignment of brand values with current partnerships, and pipeline opportunities.
- Speak with external professionals and/or companies to assist the Committee in further commercialising the Elite clubs
- Request the attendance of the Commercial and Partnerships manager or other staff members at meetings, as appropriate (request to be communicated via the Chief Executive Officer); and
- Have unrestricted access to information it considers relevant to its responsibilities under these TOR (provided such request is communicated via the Chief Executive Officer).

3. Membership

3.1 The Committee shall comprise up to six (6) members, including:

- up to three members who are current Directors appointed to the Committee by the Board, including the Chairperson; and
- up to three other members who have the requisite skills required to assist the Committee in meeting its functions, duties and responsibilities, who may be drawn from the Board or the Company's membership or who may be independent, external experts.

3.2 The Committee will appoint a Committee Secretary.

3.3 When considering the appointment of members to the Committee, the Board will have regard to requisite skills required to meet its functions, duties and responsibilities, including:

- relevant qualifications and/or significant experience in a professional or corporate role;
- a good understanding of sport assets, commercialising products, business strategy/planning and sales funnels;
- a sound knowledge of the sports industry and of the commercial operations of a professional club/team in particular; and
- and/or practical experience in establishing charity foundations, fundraising, patronage and the implementation of philanthropic strategies as diversified revenue streams

3.4 Committee members will be appointed for an initial term of twelve (12) months, with their appointment reviewed by the Board at the end of that twelve (12) month period, or earlier, if circumstances dictate.

3.5 Any casual vacancies that arise on the Committee may be filled by the Board.

4. Committee Chair

4.1 The chair of the Committee (**Committee Chair**) will be appointed by the Board.

4.2 Should the Committee Chair be absent from a meeting, the Committee members present must appoint a Committee member to chair that meeting.

5. Meetings

- 5.1 The Committee will meet as often as required. Consistent with the provisions of clause 13.13(b) of the Constitution, Committee members may hold Committee meetings as they think fit, using any procedure or technology permitted for Board meetings under the Constitution, including Hybrid Meetings and Virtual Meetings.
- 5.2 A notice of each meeting, with relevant supporting agenda papers, confirming the date, time and venue is to be forwarded to each Committee member (with a copy to all Directors, upon request) at least 5 working days before each meeting.
- 5.3 The Committee Chair, the Chairperson or any other Committee member may call a meeting of the Committee. The Committee Chair may waive the 5 working days' notice period if agreed by all Committee members.
- 5.4 In addition to Committee members, a standing invitation to attend Committee meetings shall be issued to:
- the Chairperson (if they have not been appointed as a member of the Committee) and other Directors who are not already Committee members; and
 - the Chief Executive Officer.
- 5.5 As required, the Committee Chair may also invite members of the Executive Team to attend all or part of Committee meetings, including:
- the Executive General Manager NSW Swifts;
 - the Executive General Manager GIANTS Netball;
 - the Executive General Manager Commercial & Marketing;
 - the Executive General Manager Finance & Strategy; and
 - the Executive General Manager Community & Pathways.
- 5.6 The Committee may invite additional staff members and independent, external experts to participate in meetings and provide advice to the Committee from time to time, where the Committee considers it desirable to add to the expertise of the Committee (e.g. legal advice). Such invitations shall be issued by the Committee Chair with the permission of the Chairperson and the Chief Executive Officer.
- 5.7 A quorum for Committee meetings shall be constituted by the presence of at least three Committee members, at least one of whom must be a Director.
- 5.8 Except to the extent provided otherwise in these TOR, the procedures that apply to Board meetings under clause 15 of the Constitution shall apply to Committee meetings.

6. Voting

- 6.1 Matters arising for determination at Committee meetings will be decided by a majority of votes of members present.
- 6.2 In the case of an equality of votes, the Chairperson of the meeting, in addition to the deliberative vote, has a casting vote.

7. Minutes

- 7.1 The Committee Secretary or delegate must prepare the minutes of each Committee meeting within 7 working days. After the Committee Chair has given preliminary approval, the draft minutes must be circulated to all Committee members and tabled at the next Board meeting.
- 7.2 The minutes of a Committee meeting must be confirmed at the next Committee meeting.

8. Communications with Management

With respect to matters relevant to the functions, duties and responsibilities of the Committee, Committee members are expected to be able to maintain free and open communication channels with members of the Company's management.

9. Reporting

In addition to providing the Board with copies of the agendas, papers and minutes of Committee meetings, the Committee must ensure that:

- the Committee Chair provides regular reports to the Board on Committee meetings, including relevant matters and appropriate recommendations, for noting or approval by the Board; and
- the Committee addresses any other reporting responsibilities communicated to it by the Board.

10. Limitations

10.1 The following limitations apply to the Committee:

- the Committee may develop and adopt policies related to the operations of the Committee provided that such policies have been approved by the Board;
- the Committee may not sub-delegate any power, duty or responsibility without the prior written approval of the Board; and
- the Committee shall otherwise operate in conformity with all relevant policies and procedures of the Company.

10.2 The Committee must, in the exercise of its powers or otherwise, at all times conform to any directions or regulations that may be prescribed by the Board.

11. Conflict of Interests

11.1 The nature of any interest of a Committee member must be declared by the member at the commencement of each meeting of the Committee at which the contract, arrangement or interest is first taken into consideration. If a Committee member becomes interested in a matter after it is made or entered into, the declaration of that interest must be made to the Committee Chair as soon as practical.

11.2 A general notice that a Committee member has an interest in any matter is to be regarded as interested in all transactions involving that matter unless otherwise clarified, and is sufficient declaration.

11.3 Any declaration made or any general notice given by a Committee member must be recorded in the minutes of the Committee.

11.4 A Committee member, notwithstanding any interest, may be counted in the quorum present at any meeting but not participate in discussion or vote in respect of any contract or arrangement in which the Committee member has an interest.

12. Confidentiality

All matters discussed at Committee meetings, together with all materials provided to Committee members and other attendees, is and must be treated as being confidential. Such material can only be provided to another party with the written permission of the Chairperson and/or the Chief Executive Officer.

13. Revocation of Powers

13.1 The Board may in its sole discretion recall or revoke any powers or any delegation or any appointment provided to the Committee.

13.2 The Board may in its sole discretion amend or repeal any decision made by the Committee.

13.3 Members of the Committee may withdraw from membership of the Committee by written notification to the Chairperson.

As adopted by SSN Elite Club Commercial Committee on (6 April 2022)

The Terms of Reference were last approved by the Board on 22 March 2022

Annexure D: Terms of Reference – Governance Committee (as at 1 December 2020)

1 Purpose

- 1.1 The Governance Committee (**the Committee**), is appointed by and reports to the Board of Directors (**the Board**) of Netball NSW (**the Company**) to assist the Board to fulfil its oversight responsibilities relating to:
- Review on an annual basis of the Constitution and provide recommendations to the Board for consideration and presentation to the final Council meeting;
 - Review on a regular basis (but no more than bi-annually) the policies of the Company and provide recommendations to the Board for consideration and implementation;
 - Ensure an appropriate set of corporate governance principles applicable to the Company are developed, and review these principles on a regular basis;
 - Receive management information on significant themes and agree proposed actions;
 - Oversee compliance with the corporate governance principles;
 - Monitor the governance requirements of the affiliated Associations.
- 1.2 Effective corporate governance depends on the active and collaborative participation of the Committee, the Board of Directors and management. Ensuring the collaboration occurs effectively and efficiently is fundamental to the Committee's success.
- 1.3 The existence of the Committee does not diminish the Board's responsibility to ensure the integrity of overall governance.
- 1.4 The Committee is a sub-committee of the Board and receives its powers and delegation from the Board.
- 1.5 These Terms of Reference (TOR) set out the function and responsibilities of the Committee and detail the manner in which the Committee will operate.

2 Authority

- 2.1 The Board has authorised the Committee, within the scope of the duties and responsibilities set out in the TOR, to:
- Perform the activities required to address the responsibilities and make recommendations to the Board;
 - Select, engage and approve the fees (within operational limits) for professional advisers that the Committee may require to carry out its duties; and
 - Subject to the agreed protocol:
 - Require the attendance of any Company manager or staff member at meetings, as appropriate;
 - Have unrestricted access to information it considers relevant to its responsibilities under this TOR.

3 Composition and Terms of Appointment

- 3.1 The composition of the Committee shall include up to five (5) members:

- a) Two members who are current Board Directors appointed by the Board; and
- b) Up to three other members with the requisite skills who may be drawn from the Board Directors, membership of NNSW or independent experts appointed by the Board.

The relevant NNSW staff representative will be part of this committee.

The Committee will appoint a Committee Secretary.

3.2 When considering the appointment of members to the Committee, the Board will have regard to the requisite and desired skills including:

- Relevant qualifications and/or significant experience in a professional or corporate role;
- Demonstrated ability to analyse corporate governance principles and how they apply to the Company;
- A sound knowledge of the business of sport and/or the NFP sector; and
- A sound knowledge of corporate governance.

3.3 Committee member appointments are for an initial term of 1 year and the appointment is reviewed annually (following the Annual General Meeting), or earlier, if circumstances dictate.

The members of the Committee drawn from the Board under clause 3.1 serve on the Committee concurrent with their term as Director on the Board. If and when such a member's term as a director of the Board expires so too does their membership of the Committee.

This clause does not prevent such a member being re-appointed to the Committee provided that their eligibility as a Director of the Board remains intact.

Any casual vacancies that arise on the Committee can be filled by the Board and the Board may specify the term of appointment.

3.4 The Committee may invite additional experts to participate in meetings, and provide advice to the Committee, where the Committee considers it desirable to add to the expertise of the Committee as may be considered necessary from time to time (e.g. legal advice). Such invitations of experts shall be undertaken by the Committee on the permission of the Chair of the Board and the Chief Executive Officer after consulting with the Chair of the Committee.

4 Committee Chair

4.1 The Committee Chair will be the Committee member appointed by the Board but must not be the Chair of the Board.

4.2 Should the Committee Chair be absent from a meeting, the Committee members present must appoint a Chairperson for that particular meeting, who should not be the Chair of the Board.

5 Meetings

5.1 The Committee must meet at least 4 times per year (quarterly). If a member is unable to be physically present, they may participate by video or teleconference. The Committee may meet in any manner as agreed by the majority of Committee Members which includes electronically.

5.2 A notice of each meeting, with relevant supporting agenda papers, confirming the date, time and venue is to be forwarded to each Committee member (with a copy to all Directors, upon request) at least 5 working days before each meeting.

5.3 The Committee Chair, the Chair of the Board or any other Committee member may call a meeting of the Committee. The Committee Chair may waive the 5 working days' notice period if agreed by all members.

- 5.4 The Committee Chair may invite any person or persons (other than duly appointed members) to attend meetings of the Committee, but not necessarily for the full duration of the meeting. A standing invitation shall be issued to:
- The Chair of the Board and other Directors;
 - The Chief Executive Officer;
 - Executive General Manager Community & Pathways and / or their representative.
- 5.5 A quorum for the Committee shall be at least three members and at least one of these members must be a Board Director.
- 5.6 The Committee Chair is not entitled to a second or casting vote.

6 Minutes

- 6.1 The Committee secretary or delegate must prepare the minutes of the Committee meeting within 7 working days. After the Committee Chair has given preliminary approval, the draft minutes are circulated to all Committee members and included in the next available Board papers.
- 6.2 The minutes of the meeting must be confirmed at the next Committee meeting.

7 Communication

- 7.1 The Committee is expected to maintain free and open communication management.

8 Duties and Responsibilities:

In assisting the Board to fulfil its responsibilities, the duties of the Committee are as follows:

8.1 Assessment of current Constitution and policies.

- Review on a regular basis and update as required.
- Keep up-to-date with changes in governance principles and how they may affect the Company.
- Communicate any proposed changes to the Constitution with Voting Members.

8.2 Other responsibilities

- Consider and recommend to the Board a set of best practice corporate governance principles including providing insights on culture and values which support the Company's strategic priorities;
- Assist Affiliate Members in their understanding of governance
- Any other duties or responsibilities expressly delegated to the Committee by the Board from time to time relating to governance or corporate responsibility;

9 Reporting

- 9.1 In addition to providing the Board with a copy of the agenda, Committee papers (on request from a Director) and minutes of its meetings the Committee will ensure:
- The Committee Chair reports to the Board on Committee meetings, regarding all relevant matters and appropriate recommendations, for noting or approval by the board.
 - The Committee addresses any other reporting responsibilities.

10 Reviews

10.1 To ensure the Committee is fulfilling its stewardship duties to the Board, the Committee will:

- Review, at least annually, the Committee TOR and recommend to the Board any appropriate amendments for approval;
- Review the annual agenda incorporating any changes in the TOR; and
- Conduct a regular assessment of its performance against its TOR duties and responsibilities and provide a report of the findings to the board.

11 Limitations

11.1 The following limitations apply to the Committee:

- a) The Committee may adopt and operate to policies provided that any such policy is approved by the Board;
- b) The Committee may not sub-delegate any power, duty or responsibility without prior written approval of the Board;
- c) The Committee shall otherwise operate in conformity with all relevant policies and procedures of the Company.

11.2 The Committee must, in the exercise of its powers or otherwise, at all times conform to any directions or regulations that may be prescribed by the Board.

12 Conflict of interests

12.1 The nature of any interest of each member must be declared by the member at the commencement of each meeting of the Committee at which the contract, arrangement or interest is first taken into consideration. If a Committee member becomes interested in a matter after it is made or entered into, the declaration of that interest must be made to the Committee Chair as soon as practical.

12.2 A general notice that a Committee member has an interest in any matter is to be regarded as interested in all transactions involving that matter unless otherwise clarified, and is sufficient declaration.

12.3 Any declaration made or any general notice given by a Committee member must be recorded in the minutes of the Committee.

12.4 A Committee member, notwithstanding any interest, may be counted in the quorum present at any meeting but not participate in discussion or vote in respect of any contract or arrangement in which the Committee member has an interest.

13 Confidentiality

13.1 All matters discussed at the Committee meetings together with all material provided to Committee members and any attendees is confidential. Such material can only be provided to another party with the written permission of the Chair of the Board and/or the Chief Executive Officer.

14 Revocation of Powers

14.1 The Board may in its sole discretion recall or revoke any powers or any delegation or any appointment provided to the Committee.

- 14.2 The Board may in its sole discretion amend or repeal any decision made by the Committee.
- 14.3 Members of the Committee may withdraw from membership of the Committee by written notification to the Chair of the Board.

15 Governance Committee Annual Agenda

15.1 Constitution:

Work to start on Constitution review at beginning of calendar year.

Final version of changes to Constitution needs to be approved by the Board no later than end of August each year, to be sent with meeting papers 21 days prior to the Final Council Meeting.

15.2 Existing Polices:

Review on a regular basis throughout the year in line with office policy review.

15.3 New Policies:

To be created as needed and presented to the Board for approval.

The Terms of Reference were last approved by the Board on 1 December 2020

Annexure E: Terms of Reference – People and Culture Committee (as at 24 June 2023)

1 Purpose

- 1.1 The People and Culture Committee (the Committee), is appointed by and reports to the Board of Directors (the Board) of Netball NSW (the Company) to assist the Board to carry out its responsibilities in relation to:
- performance and remuneration policy and outcomes; and
 - oversight of risk and compliance management in respect of People and Culture related matters.
- 1.2 The Committee is a sub-committee of the Board and receives its powers and delegation from the Board.
- 1.3 These Terms of Reference (TOR) set out the functions and responsibilities of the Committee and detail the manner in which the Committee will operate.
- 1.4 The Committee recognises its responsibility to appropriately respect the privacy of Management, staff, Directors and Committee members.

2 Authority

- 2.1 The Board has delegated to the Committee the necessary powers to undertake the functions and responsibilities outlined in the TOR except for those matters specifically reserved by the Board for its determination.
- 2.2 In order to undertake its functions and responsibilities, the Committee may:
- Perform the activities required to address the responsibilities and make recommendations to the Board;
 - Select, engage and approve the fees (within operational limits) for professional advisers that the Committee may require to carry out its duties; and
 - Subject to the agreed protocol:
 - Require the attendance of any Company manager or staff member at meetings, as appropriate;
 - Have unrestricted access to information it considers relevant to its responsibilities under this TOR.

3 Composition and Terms of Appointment

- 3.1 The composition of the Committee shall include up to five (5) members:
- a) Four (4) members who are current Board Directors, appointed by the Board; and
 - b) Up to one (1) further member with the requisite skills who may be drawn from the Board of Directors, membership of Netball NSW or independent experts appointed by the Board.
- The Committee will appoint a Committee Secretary.
- 3.2 When considering the appointment of members to the Committee, the Board will have regard to the need for an appropriate mix of general business management skills including relevant

qualifications and experience appropriate for the effective operation of the Committee in accordance with its responsibilities as applying from time to time.

- 3.3 Committee member appointments are for an initial term of 1 year and the appointment is reviewed annually (following the Annual General Meeting), or earlier, if circumstances dictate.

The members of the Committee drawn from the Board under clause 3.1 serve on the Committee concurrent with their term as Director on the Board. If and when such a member's term as a director of the Board expires so too does their membership of the Committee.

This clause does not prevent such a member being re-appointed to the Committee provided that their eligibility as a Director of the Board remains intact.

Any casual vacancies that arise on the Committee can be filled by the Board and the Board may specify the term of appointment.

- 3.4 The Committee may invite additional experts to participate in meetings, and provide advice to the Committee, where the Committee considers it desirable to add to the expertise of the Committee as may be considered necessary from time to time. Such invitations of experts shall be undertaken by the Committee on the written permission of the Chair of the Board and the Chief Executive Officer after consulting with the Chair of the Committee.

4 Committee Chair

- 4.1 The Committee Chair will be the Committee member appointed by the Board.
- 4.2 Should the Committee Chair be absent from a meeting; the Committee members present must appoint a Chairperson for that particular meeting.

5 Meetings

- 5.1 The Committee must meet at least 4 times per year (quarterly). If a member is unable to be physically present, they may participate by video or teleconference. The Committee may meet in any manner as agreed by the majority of Committee Members which includes electronically.
- 5.2 A notice of each meeting, with relevant supporting agenda papers, confirming the date, time and venue is to be forwarded to each Committee member (with a copy to all Directors, upon request) at least 5 working days before each meeting.
- 5.3 The Committee Chair, the Chair of the Board or any other Committee member may call a meeting of the Committee. The Committee Chair may waive the 5 working days' notice period if agreed by all members.
- 5.4 The Committee Chair may invite any person or persons (other than duly appointed members) to attend meetings of the Committee, but not necessarily for the full duration of the meeting. A standing invitation shall be issued to:
- Other Directors;
 - Chief Executive Officer;
 - Chief Financial Officer;
 - Executive General Manager, People & Culture.
- 5.5 A quorum for the Committee shall be at least three members and at least one of these members must be a Board Director.
- 5.6 The Committee Chair is not entitled to a second or casting vote.

- 5.7 Questions arising at a meeting of the Committee shall be determined by a resolution of Committee members.

6 Minutes

- 6.1 The Committee secretary or delegate must prepare the minutes of the Committee meeting within 7 working days. After the Committee Chair has given preliminary approval, the draft minutes are circulated to all Committee members and included in the next available Board papers
- 6.2 The minutes of the meeting must be confirmed at the next Committee meeting.

7 Chief Executive Officer Delegation

- 7.1 To remove any uncertainty and ensure there is clarity between the roles of this Committee, the Board, and Management in relation to the work of this Committee, subject to any specific policy on Chief Executive Officer Delegations, the Chief Executive Officer has delegated authority over the following:
- a) The appointment of staff at two levels below the Chief Executive Officer.
 - b) For creation of any new positions that are a direct report to the CEO, the CEO will require endorsement from the Committee prior to such restructures being made. However, if that restructure is beyond the approved Budget for that financial year then it will be referred to the full Board for approval;
 - c) Structuring the remuneration and compensation of staff to ensure Netball NSW attracts and retains the best employees possible;
 - d) Determining the professional development plans for Netball NSW staff; and
 - e) The termination of staff employment contracts, in line with Netball NSW policy and all applicable legislation noting that the Chief Executive Officer will consult with the Committee prior to any such decisions being made and, if considered appropriate by the Committee depending on the circumstances, with the full Board.

8 Duties and Responsibilities

In assisting the Board to fulfil its responsibilities, the duties of the Committee are as follows:

8.1 Performance and Remuneration

- a) Oversee the broad organisational structure and any material structural staff changes of Netball NSW as part of the approved budget or as otherwise agreed.
- b) Review Netball NSW's remuneration policy and recommend any material changes in policy to the Board. The Committee will review the remuneration structure and policies for staff generally in context with the approved budget, the broader market and the performance of the Company. Such a review will include any performance-based remuneration.
- c) Through the Chief Executive Officer, monitor staff remuneration with a view to ensuring it is aligned with market trends.
- d) Recommend to the board employee remuneration and incentive policies and practices that are aligned to prudent risk management for the Company's long-term financial soundness and designed to be competitive and equitable to attract and retain good people.

- e) Review and recommend to the Board annually the key performance indicators (KPIs) or objectives of the Chief Executive Officer (both financial and other measures) ensuring they are aligned to the Company's Vision, Purpose, Values and overall strategic priorities.
- f) Monitor performance of the Chief Executive Officer's performance with regard to the agreed objectives and performance criteria.
- g) Recommend to the Board changes in remuneration (including performance-based remuneration and under the Discretionary Bonus and Incentive Scheme) for the Chief Executive Officer, and note
- h) Note:
 - i. KPIs or objectives of Management Executives (direct reports to the Chief Executive Officer) set by the Chief Executive Officer.
 - ii. The performance of Management Executives against KPI/objectives set by the Chief Executive Officer (at least annually).
 - iii. The Chief Executive Officer's determinations regarding remuneration for staff, including any bonus or ex-gratia payments within the budget as approved by the Board annually.

8.2 Organisational Culture and Values

- a) Assess and monitor the Company's organisational culture and values.
- b) Oversee with the Chief Executive Officer and the Human Resources Manager (if relevant) to action a criteria to assess the staff's feedback relating to culture and working environment.
- c) Receive and consider reporting on key People and Culture metrics and development.
- d) Establish and review professional development policies for Directors (as appropriate), Management and staff, as recommended by the Chief Executive Officer.

8.3 Board, Committees and Panels

- a) Review and approve (or recommend to the Board for approval where applicable) the Board Evaluation Policy, Code of Conduct and other policies.
- b) Recommend to the Board a criteria and format to evaluate the performance of the collective Board and its Directors.
- c) Recommend to the Board a criteria to evaluate the performance of standing Board Committees and the Company's appointed panels (where appropriate).
- d) Periodically oversee the process for the Board's evaluation of its performance, reflecting on its composition, composite skills capability and experience. Similarly, the Committee will facilitate and oversee that a periodic review of each Board Committee, panel and tribunal is undertaken, evaluating individual contributions, availability and attendance.
- e) Oversee the Board and Board Committee member learning and development plan, and make recommendations to the Board relating to a planned approach for professional development activities for Directors to align with Director performance and duties.

8.4 Workplace Health & Safety

- a) Make enquiries to ensure Netball NSW is compliant with its employment obligations (Workplace Health and Safety, Equal Opportunity etc).

- b) Review and monitor material workplace health and safety risks and plans in place for eliminating or mitigation of those risks, and informing the Audit and Risk Board Committee of any breaches of workplace health and safety arrangements.
- c) Recommending to the Board the adoption of a workplace health and safety strategy to support the effective management of material workplace health and safety risks.
- d) Reporting to the Board on matters relevant to the management of material workplace health and safety risks including in relation to material workplace health and safety incidents.
- e) Overseeing compliance with relevant workplace health and safety legislation.
- f) Reviewing the effectiveness of the Company's Workplace Health and Safety Policy and recommending to the Board any changes required to be made to that policy.
- g) Monitoring workplace health and safety performance.
- h) Bringing significant items of risk related to workplace health and safety to the attention of the Board.

8.5 General

- a) Review and recommend to the Board appropriate policies relating to the recruitment, retention and termination of employees.
- b) Monitor whether employment policies have been applied consistently and appropriately.
- c) Report to or inform the Board and its relevant Committees of any remuneration practices, key performance indicators or other matters that may potentially involve an element of material risk to the Company.
- d) Succession – oversee potential succession plans for key executive roles as deemed appropriate.
- e) Perform other duties and responsibilities as requested by the Board or expressly delegated to the Committee from time to time.

9 Reporting

9.1 In addition to providing the Board with a copy of the agenda, Committee papers (on request from a Director) and minutes of its meetings the Committee will ensure:

- The Committee Chair (and Chief Executive Officer, as applicable) reports to the Board on Committee meetings, regarding all relevant matters and appropriate recommendations, in a written report (with supporting material) for noting or approval by the Board; and
- Report any significant issues or concerns on any matter to the Board as they are identified.

10 Reviews

10.1 To ensure the Committee is fulfilling its stewardship duties to the Board, the Committee will:

- Review, at least annually, this TOR and recommend to the Board any appropriate amendments for approval;
- Review the annual agenda incorporating any changes in the TOR; and
- Conduct a regular assessment of its performance against its TOR duties and responsibilities and provide a report of the findings to the board.

11 Limitations

11.1 The following limitations apply to the Committee:

- a) The Committee may adopt and operate to policies provided that any such policy is approved by the Board;
- b) The Committee may not sub-delegate any power, duty or responsibility without prior written approval of the Board;
- c) The Committee shall otherwise operate in conformity with all relevant policies and procedures of the Company.

11.2 The Committee must, in the exercise of its powers or otherwise, at all times conform to any directions or regulations that may be prescribed by the Board.

12 Conflict of interests

12.1 The nature of any interest of each member must be declared by the member at the commencement of each meeting of the Committee at which the contract, arrangement or interest is first taken into consideration. If a Committee member becomes interested in a matter after it is made or entered into, the declaration of that interest must be made to the Committee Chair as soon as practical.

12.2 A general notice that a Committee member has an interest in any matter is to be regarded as interested in all transactions involving that matter unless otherwise clarified, and is sufficient declaration.

12.3 Any declaration made or any general notice given by a Committee member must be recorded in the minutes of the Committee.

12.4 A Committee member, notwithstanding any interest, may be counted in the quorum present at any meeting but not participate in discussion or vote in respect of any contract or arrangement in which the Committee member has an interest.

13 Confidentiality

13.1 All matters discussed at the Committee meetings together with all material provided to Committee members and any attendees is confidential. Such material can only be provided to another party with the written permission of the Chair of the Board and/or the Chief Executive Officer.

14 Revocation of Powers

14.1 The Board may in its sole discretion recall or revoke any powers or any delegation or any appointment provided to the Committee.

14.2 The Board may in its sole discretion amend or repeal any decision made by the Committee.

14.3 Members of the Committee may withdraw from membership of the Committee by written notification to the Chair of the Board.

The Terms of Reference were last approved by the Board on 24 June 2023.