



WIOA Nominations Committee

Terms of Reference

May 2024



1. PURPOSE

The Nominations Committee shall be a sub-committee of the Water Industry Operations Association of Australia Ltd (WIOA).

The purpose of the Nominations Committee is to:

- As requested by the Board, call for nominations for election to the Board of Directors and committee positions on any sub-committee formed by the Board.
- Review the nominations received for all positions.
- Assess all nominations received against the needs of WIOA Ltd and the Key Selection Criteria. Create a shortlist of suitable nominees. The shortlist supplied to the Board shall be ranked by the Nominations Committee for the sole purpose of deciding the successful candidate in the event of a tied vote by the members.
- Provide the list of suitable nominees to WIOA Ltd Board for distribution to all Members eligible to vote.
- In the case of a casual vacancy, either undertake a new call for nominations, or endorse a nominee from those who had been suitable but not been elected within the last three years.

2. AUTHORITY

The Nominations Committee is delegated the authority to select suitable nominees for Director positions and Board specified sub-committees. The Nominations Committee shall provide suitable notice of upcoming vacancies on the WIOA Board and various sub-committees. The Nominations Committee shall prepare documentation detailing the proposed role, duration, and selection criteria.

The Nominations Committee shall present a list of suitable nominees to the WIOA Ltd Board and WIOA Executive Staff for inclusion in the ballot open to all WIOA Ltd Members.

3. APPOINTMENT OF THE NOMINATIONS COMMITTEE AND MEMBERSHIP

The immediate post-merger composition of the Nominations Committee will comprise the four inaugural WIOA Ltd Members or their nominated representatives. (Tony Hourigan, John Harris, Ron Bergmeier and Jill Busch.)

After its initial appointment, one Nominations Committee member must be replaced annually. This means that all Nominations Committee members will be replaced over a four-year period with each new member then serving a 4-year term. Each Nominations Committee member may elect to remain on the Nominations Committee for a maximum of one additional term. Changes to the composition of the Nomination Committee shall be subject to ratification by the Board.

The Nominations Committee will provide the WIOA Ltd Board a recommendation for their replenishment process.

All replacement Nominations Committee members must be approved unanimously by the other three Nominations Committee members. A Nominations Committee casual vacancy shall also be filled with the approval of the existing Nominations Committee members. The new person will complete the remainder of term of the Nominations Committee member being replaced.

After the appointment of the initial post-merger WIOA Ltd Board, any person who nominates to be a candidate for election as a Director is ineligible to be a member of the Nominations Committee for that election.

4. CHAIR

The Nomination Committee Chair shall be appointed by the Nominations Committee members annually.

5. DIRECTOR KEY SELECTION CRITERIA

The Nomination Committee shall review all Director nominations against all of the following Key Selection Criteria but not limited to:

- Business Skills
 - Business experience
 - Marketing or Legal experience
 - Industry knowledge
 - Entrepreneurial skills
 - HR or Management experience

- Governance Skills
 - Other Board or Committee experience
 - Governance training completed

- People Skill Sets/Knowledge
 - Supportive of WIOA values and ethics
 - Diversity & Inclusion
 - Previous or current positions or engagement with WIOA
 - Honesty & Integrity
 - Good character
 - Maturity of thought or strategic processes

- References

- Security Checks – ASIC Website / Police Check / Social Media

- Australian Based

6. ESTABLISHMENT OF POST MERGER WIOA LTD BOARD

The election procedure for the inaugural post-merger WIOA Ltd Board shall be as follows:

- The Nominations Committee shall call for expression of Interest from the current WIOA Ltd Directors, WIOA Ltd Members, WIOA Inc Committee Members, WIOA Advisory Committee members and anyone who has held one of these positions in the last three years.

- The Nominations Committee will use the Director Key Selection Criteria to evaluate the nominations and provide a ranked shortlist of suitable candidates to the WIOA Ltd Board.

- The pre-merger WIOA Ltd Board will then appoint the inaugural post-merger Board.

7. FUNCTION

The functions of the Nominations Committee shall include:

- a) Prior to the call for nominations for Directors for election, the Nominations Committee shall liaise with the current Board to identify any specific skill sets required by the Board.

- b) The required Director Key Selection Criteria will be distributed with the call for nominations. The Nomination Form will invite nominees to address the criteria.



- c) Following the close of nominations, the Nominations Committee will review the nominations received (including having the discretion to interview nominees or seek additional information from or about nominees).
- d) The Nominations Committee will forward the suitable nominees through the WIOA Ltd. Board and Executive Staff to the WIOA Ltd Members to complete the election process.
- e) All nominees for Director positions recommended by the Nominations Committee will appear on the ballot for the election. In the case that there are the same number of suitable nominees as vacant positions, all the suitable nominees will be deemed elected. If there are less suitable nominees than vacant positions, then the vacant position will be filled in accordance with Clause 7 (f).
- f) Where a casual Director vacancy arises, the Nominations Committee will either undertake a new call for nominations or endorse a nominee deemed suitable within the last three years but who had not been elected. The appointed Director filling a casual vacancy will remain in office for the residual term of the resigning Director.
- g) Where possible, the nominations Committee shall endorse a surplus of nominees for each position to ensure that WIOA Ltd. members may participate in the election process.

8. MEETINGS AND QUORUM

The Nominations Committee will meet when necessary, or as directed by the WIOA Ltd Board. Meetings may be held electronically, with the calling of meetings and setting of agendas determined by the Chair.

A quorum consists of at least three quarters of the members of the Committee.

9. COMMUNICATION

The WIOA Ltd Board and Executive Staff will communicate directly with the Chair of the Nominations Committee. The communication will include the schedule for AGM's and the timelines around the nominations process, along with any skills needs required by the Board from time to time.

As required, the Chair of the Nominations Committee shall communicate to the WIOA Ltd Members through the WIOA Ltd Board and Executive Staff.



On receipt of a bona fide application for a position, the Nominations Committee may communicate directly with individual Nominees to complete the evaluation process. This also includes communication with any of the nominee referees.

10. CONTACT

The Chair of the Nominations Committee is Ron Bergmeier.

11. LAST UPDATED

Last approved by the WIOA Board on 2nd May 2024