

Charter

**Nominations, Remuneration and Performance Committee**

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# Purpose

The Nominations, Remuneration and Performance Committee (**Committee**) of the Board of RSL NSW (**Board)** has been established in accordance with the RSL NSW Constitution (**Constitution**). The Committee is responsible to the Board of RSL NSW for the matters set out in Annexure A.

# Powers of the Committee

2.1 The Board delegates to the Committee the powers and authority set out in this Charter (**Charter**). The Board may make other delegations to the Committee from time to time. This delegation does not:

a) relieve the Board of its responsibilities for these matters;

b) preclude the Board from exercising power or authority in relation to a matter that is within the Committee’s delegated authority, if the Board so decides.

2.2 The Committee must exercise the powers delegated to it in accordance with any directions, strategies, objectives or policies of the Board. Recommendations of the Committee shall not be binding on RSL NSW unless the recommendations are approved by the Board.

2.3 The Committee, in performing its functions, may:

1. request any employee of the RSL NSW to attend a meeting of the Committee;
2. to the extent permitted by law, access any document, report, material or information in the possession of an employee or external adviser of RSL NSW;
3. have unlimited access to both the internal and external auditors and to senior management of RSL NSW;
4. through the CEO, obtain reasonable independent professional advice to assist it in the proper exercise of its powers and responsibilities, with the cost to be borne by RSL NSW;
5. sub-delegate to such persons (or categories of persons) as the Committee determines from time to time, the authority to execute, implement and/or finalise any matter that has been approved by the Committee pursuant to this Charter, on terms and conditions substantially in accordance with the Committee’s approval; and
6. meet any reasonable travel, accommodation or out of pocket expenses incurred by Committee members in attending Committee meetings in accordance with any relevant travel policy.

2.4 Such members of the RSL NSW Executive or persons nominated by any member of the RSL NSW Executive, will have direct access to the Committee as needed.

2.5 The responsible RSL NSW Executive for the Committee is the CEO (**Responsible Executive**).

2.6 This Charter supersedes the Charter approved by the Board on 25 March 2020.

# Composition

3.1 The Committee comprises up to 4 Directors of RSL NSW at least one of which must be an independent director.

3.2 The Committee Chair is elected by the members of the Committee annually at the Committee’s first meeting held after the AGM of RSL NSW (**Committee Chair**). Any member of the Committee may be elected as the Committee Chair.

3.3 The Secretary of the Committee is the Company Secretary, or another person nominated by the Committee Chair (**Committee Secretary**).

3.4 The Board may appoint and may remove any member from the Committee at any time with or without cause, including the Committee Chair. If the Chair is removed by the Board, the Committee will elect another member at the next following Committee meeting.

3.5 The Committee may invite other people to attend Committee meetings, as it considers necessary, and from time to time request presentations from internal and external advisers at its meetings.

3.6 Where they are not already members of the Committee, the RSL NSW President and the RSL NSW Board Chair can attend any Committee Meeting by providing reasonable notice to the CEO of RSL NSW. Attendance at the Committee Meeting pursuant to this clause does not entitle either the RSL NSW President or the RSL NSW Board Chair to vote at the Committee Meeting.

3.7 The CEO, Chief Financial Officer and Company Secretary may attend all meetings of the Committee, other than those meetings or parts of Committee meetings which are deemed by the Committee Chair to be closed to management.

# Quorum

At least fifty percent plus one of the members of the Committee, present in person or by using any technology, will constitute a quorum. The quorum must be present at all times during the meeting.

# Committee Papers

Unless directed by the Chair, the Committee Secretary will distribute in advance of a meeting of the Committee an agenda and any related papers to:

1. each member of the Committee;
2. the Responsible Executive and such other members of the management team nominated by the Responsible Executive from time to time;
3. the external auditors; and
4. if requested, to any Board Director.

# Minutes

6.1 The Committee Secretary will prepare minutes of meetings and have them approved by the Committee Chair.

6.2 Minutes of meetings shall be submitted to the next meeting of the Committee.

6.3 Minutes signed by the Committee Chair shall be conclusive evidence of the matters recorded in such minutes.

# Meetings

7.1 The Committee will meet at least 4 times a year, or more frequently as circumstances dictate.

7.2 Meetings may be face-to-face, or via telephone or video conference as considered appropriate by the Committee Chair.

7.3 The Committee Chair may call an unscheduled meeting of the Committee in their discretion.

# Voting

8.1 Only Members of the Committee will have voting rights in relation to matters considered by the Committee.

8.2 Matters will be decided by consensus, or if a consensus cannot be reached, by a majority of votes from the members present.

# Conflict

If any Committee member has a material personal interest in or an interest by way of a personal or other relationship to any matter being considered by the Committee, then that Committee member must give the Committee and the Company Secretary notice of that interest as soon as that member becomes aware of the interest. Such a notice must give details of the nature and extent of the interest and the relation of the interest to the affairs of RSL NSW.

# Committee Review

10.1 The Committee will review its performance annually including to consider whether it is performing effectively and has met the terms of this Charter and will report the outcome of the review to the Board.

* 1. The Chair of the Board must be present at any Committee review and if the Chair of the Board is on the Committee, a Director nominated by the Company Secretary.

# Charter Review and Amendment

* 1. The Committee will review this Charter at least every two years to ensure it remains current to the needs and structure of RSL NSW and recommend amendments to the Board for approval.
	2. This Charter may only be amended by a resolution of the Board.

# Reporting and Accountability

12.1 The Committee is accountable to the Board for the exercise of the Committee’s responsibilities and delegated authority under this Charter. The Committee will:

1. submit copies of its minutes to the Board for noting;
2. report to the Board on the exercise by the Committee of its authority;
3. through the Committee Chair, provide updates and make recommendations to the Board on matters that are within the scope of this Charter.

12.2 The Committee may at any time, through the Committee Chair, refer any matter that is before the Committee to the Board for consideration (even if that matter falls within the Committee’s authority under this Charter to approve).

# Definitions

| **TERM** | **DEFINITION** |
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| **Board** | The Board of RSL NSW |
| **Charter** | This document, outlining the purpose, scope, responsibilities, and composition of the Committee |
| **Committee** | Nominations, Remuneration and Performance Committee |
| **Committee Chair** | A person elected by the members of the Committee annually |
| **Committee Secretary** | The Company Secretary, or another person nominated by the Company Secretary and accepted by the Committee Chair |
| **Constitution** | The RSL NSW Constitution |
| **Responsible Executive** | CEO |

# Document Governance

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| **CODE DOCUMENT NAME** |
| Associated written directions: | * [RSL NSW Constitution 2019, as amended 2022](https://assets.rslnsw.org.au/wp-content/uploads/2022/12/21090549/RSL-NSW-Constitution_2022-AGM-Amendments_To-Be-Endorsed-2023.pdf)
* [RSL NSW Strategic Plan 2020 – 2026, as updated 2022](https://assets.rslnsw.org.au/wp-content/uploads/2022/03/30155240/RLSNSW_StrategicPlan_2022_v8.pdf)
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| Related legislation: | * [ACNC Governance Standards](https://www.acnc.gov.au/for-charities/manage-your-charity/governance-hub/governance-standards)
* [RSL NSW Act 2018 (NSW)](https://legislation.nsw.gov.au/view/whole/html/inforce/current/act-2018-048)
* [RSL NSW Constitution 2019, as amended 2022](https://assets.rslnsw.org.au/wp-content/uploads/2022/12/21090549/RSL-NSW-Constitution_2022-AGM-Amendments_To-Be-Endorsed-2023.pdf)
* [NSW Charitable Fundraising Act, 1991 (NSW)](https://legislation.nsw.gov.au/view/html/inforce/current/act-1991-069)
* [NSW Charitable Fundraising Regulation 2021 (NSW)](https://legislation.nsw.gov.au/view/html/inforce/current/sl-2021-0272)
* [Corporations Act 2001 (Cth)](https://www.legislation.gov.au/Details/C2019C00216)
* [Charities Act 2013 (Cth)](https://www.legislation.gov.au/Details/C2013A00100)
* [ACNC Act 2012 (Cth)](https://www.legislation.gov.au/Details/C2021C00415)
* [ACNC Regulation 2013 (Cth)](https://www.legislation.gov.au/Details/F2021C01158)
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# ANNEXURE A – COMMITTEE SCOPE

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| **Directors and the Board**  |
| The Committee is responsible for managing the tenure, recruitment, appointment and election of Board Directors including by: 1. providing guidance to the Board on the role and capabilities required for independent directors;
2. Assisting in identifying, interviewing and recruiting candidates for the Board with a view to achieving an appropriate balance of skills, knowledge, experience, independence and diversity to discharge the Board’s duties and responsibilities, and maintaining a board skills matrix to assist the Committee with this purpose;
3. Evaluating board performance, committee structure and performance of the board and committees;
4. Presenting to the Board the Committee’s recommendations for appointment to the Committees of the Board (including this Committee);
5. Monitoring Board professional training and development, as necessary.
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| **CEO and Senior Executives** |
| The Committee will: 1. oversee succession planning for the role of the CEO and senior executives;
2. oversee recruitment and make recommendations to the Board on the selection of candidates for the role of CEO as required;
3. establish a position description and KPIs for CEO (and other key staff as required) and reviewing performance on behalf of the Board
4. assist and advise the Board on matters relating to the compensation, remuneration and Key Performance Indicators (**KPIs**) of the CEO and senior executives; and
5. assist and advise the board on matters relating to the compensation and remuneration of staff;
6. Make recommendations on remuneration and incentive policies, practices and performance indicators and ensuring that they are aligned to the Board’s vision, values and overall business objectives and are appropriately designed to:
	* + motivate the CEO and staff to drive the long-term growth and success of the organisation;
		+ demonstrate a clear relationship between the achievement of the organisation’s objectives, CEO and staff performance, and remuneration;
		+ ensure staff remuneration is aligned with market trends and industry standards; and
		+ ensure there is no gender or other inappropriate bias in the remuneration of senior executives and other employees.
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| **Corporate Governance** |
| The Committee is responsible for:1. making recommendations to the Board regarding which policies within the written directions framework are reserved for the Board;
2. ensuring that the organisation’s corporate governance is best practice and that governance processes are continuously monitored and reviewed against best practice;
3. making recommendations to the Board about potential areas for improvement; and
4. reviewing the policies reserved for the Board before they are recommended to the Board for approval.
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