

Curling Australia Nominations Committee

Terms of Reference

December 2025

1. TITLE

The name of the Committee shall be the 'Curling Australia Nominations Committee' (***Nominations Committee***).

2. ESTABLISHMENT

The Nominations Committee is established under Rule 20 of the Constitution and continues in operation until the Board determines otherwise.

The Board shall review and endorse the content of these Terms of Reference no later than three months following each AGM.

3. PURPOSE

The purpose of the Nominations Committee is to assess and recommend appropriate candidates for election or appointment as Directors to ensure that the Board is comprised of Directors with a variety of skills and experience who will be able to discharge their duties and responsibilities as Directors in the best interests of Curling Australia and the sport of Curling as a whole.

4. MEMBERSHIP

- (a) **Number** – The Nominations Committee shall comprise minimum three members appointed by the Board, giving consideration to gender representation.
- (b) **Appointment** – The members of the Nominations Committee shall be appointed by the Board on an annual basis after each AGM in accordance with any criteria determined by the Board, provided that the Nominations Committee must comprise:
 - i) independent chair (a person who is independent of any role or function within Curling Australia or any Member State but who has the requisite experience and expertise to make a valuable contribution to the Nominations Committee, such as a representative of OWIA or other NSO),
 - ii) a Member representative, and
 - iii) Director or Director representative.
- (c) **Member Representative Rotation** – The Member Representative position on the Nominations Committee shall be held by a representative from one of the Member States, rotating annually in a predetermined order to ensure equitable representation. The rotation order shall be as follows in alphabetical order by State:
 - i) New South Wales
 - ii) Queensland
 - iii) Victoria
 - iv) Western Australia

If more than one (1) nomination for Member Representative is received in the establishment of the first Nominations Committee, then the Company Secretary shall conduct a draw by lot to determine the appointed Member Representative.

If a Member State does not nominate a representative within the required timeframe:

- Opportunity Moves to Next Member State – the next Member State in the rotation is invited to nominate a Member representative. This process continues until a nominated Member representative is found or all Member States have been provided the opportunity to nominate a Member representative. The skipped Member State does not get another opportunity until the full cycle has been completed.

- Board Appoints a Suitable Member – if no nominations are received from eligible Member States, the Board may appoint a Member representative who meets the criteria to ensure the committee remains functional.
- (d) **Limitations** – A member of the Nominations Committee cannot themselves be a candidate for a Director position. Members of the Nominations Committee must declare any conflict of interest before the commencement of any meeting.
- (e) **Chair** – The Chair of the Nominations Committee shall be appointed by the Board in accordance with clause (b)(i).
- (f) **Executive Support** – Executive support to the Nominations Committee will be provided by the Company Secretary or Curling Australia CEO.
- (g) **Terms** – The term of appointment of each member of the Nominations Committee shall expire following the AGM, unless otherwise determined by the Board. The independent chair and Director are eligible for re-appointment by the Board. The Member Representative shall be appointed in accordance with Clause 4 (c).

5. DUTIES AND RESPONSIBILITIES

The duties and responsibilities of the Nominations Committee shall be:

- i) to establish the process and timelines that will apply to the assessment of candidates for the positions of Elected Director and Appointed Director (including for casual vacancies) in alignment with the Constitution and Curling Australia's *Corporations Act 2001* (Cth) obligations;
- ii) to review candidate applications, conduct candidate interviews (if considered necessary) and conduct reference and background checks (as necessary);
- iii) to assess candidates and their applications by applying the Board Skills Matrix and by having regard to the desire to achieve diversity and gender equity amongst the membership of the Board (in accordance with Rule 14.3(f) of the Constitution);
- iv) to determine appropriate candidates for election or appointment to the Board based on an assessment of their skills and experience and of the skills and experience required by the Board;
- v) to prepare a candidate review report to be presented to the Curling Australia Board that summarises:
 - a. the process undertaken by the Nominations Committee;
 - b. the Nominations Committee's assessment of candidates for the positions of Elected Director or Appointed Director.

The Nominations Committee is not responsible for:

- vi) developing the Board's skills matrix. This is prepared annually by the Board and assesses the mix of skills, experience, expertise, diversity (including geographic diversity) and personal attributes of current Directors and identifies the future requirements of the Board – the Board as a whole will be responsible for developing and updating the Board Skills Matrix, in respect of Elected Directors, prior to each AGM and, in respect of Appointed Directors, after each AGM; or
- vii) developing or managing the candidate information or initial nomination process for candidates. The Board will direct the Company Secretary to:
 - a. advertise for Directors;
 - b. issue an appropriate information package that identifies the skills profile for each vacancy (based on the Board Skills Matrix), details the responsibilities and expectations of Directors in the form of a position description and highlights the personal attributes that candidates should possess;
 - c. receive and acknowledge the receipt of candidate applications; and
 - d. be the designated point of contact for any questions that candidates might have in relation to the process or their eligibility to participate in the process.

The Nominations Committee shall review these Terms of Reference at least annually and make recommendations to the Board on any suggested amendments.

6. MEETINGS

- (a) **Frequency** – The Nominations Committee will meet as often as is necessary to fulfill its duties and responsibilities.
- (b) **Quorum** – A quorum for Nominations Committee meetings shall be constituted by the presence of a majority of members of the Nominations Committee.
- (c) **Minutes** – The minutes of Nominations Committee meetings must be prepared by the Curling Australia staff member who is providing executive support to the Nominations Committee.
- (d) **Procedures** – Except to the extent provided otherwise in these Terms of Reference, the procedures that apply to meetings of the Board in the Constitution shall apply to meetings of the Nominations Committee, including with respect to notices of meetings, the use of technology for meetings and decision making (being by majority).
- (e) **Reports** – The Nominations Committee will provide a candidate report no less than 22 days prior to the AGM.