

**THE COLLEGE OF LAW LIMITED ("COMPANY")
NOMINATIONS ADVISORY COMMITTEE CHARTER**

**Approved 27 October 2014
Revised 8 March 2016**

1. Introduction

- 1.1. The Nominations Advisory Committee ("**Committee**") is established under article 5.12 of the Company's constitution ("**Constitution**").
- 1.2. This Charter must be read in conjunction with article 5.12 of the Constitution and should there be any conflict between the Constitution and the Charter, then the Constitution will prevail.
- 1.3. The Board of Governors ("**Board**") continuously reviews current trends and best practice in relation to corporate governance. The primary function of the Committee is to assist the Board in the effective discharge of its corporate governance responsibilities having regard to the law and the highest standards of governance in relation to:
 - 1.3.1 the establishment of criteria to be approved by the Board for the identification of potential candidates for appointment to the Board and admission to specific membership of the Company as detailed in the Constitution¹;
 - 1.3.2 the identification of potential candidates for appointment to the Board and admission to specific membership of the Company, including assessing the skills of potential candidates²;
 - 1.3.3 the establishment of policies, criteria and guidelines in relation to the selection of potential candidates for appointment to the Board and admission to membership of the Company³; and
 - 1.3.4 the proposal of amendments to the Constitution required to give effect to the policies, criteria and guidelines established under section 1.3.3 of this Charter⁴.
- 1.4. This Charter provides further detail with regard to the responsibilities of the Committee as detailed in article 5.12 of the Constitution and details the manner in which the Committee will operate.
- 1.5. The Committee shall comply with the policies and procedures established by the Board and notified to the Committee from time to time⁵, as well as generally acting in accordance with College policies.
- 1.6. It is acknowledged that as an advisory committee, the Committee may provide advice and recommendations to the Board; however the Board retains ultimate authority and is not obliged to follow any such advice and recommendations. The Committee does not relieve any Governors of their responsibilities as Governors of the Company.
- 1.7. The Committee is only authorised to exercise the powers expressly conferred on it by the Constitution or the Board, including under this Charter. The Committee must exercise those powers in accordance with any directions, strategies, objectives or policies of the Board.

2. Responsibilities

The specific responsibilities of the Committee are set out as follows:

Establishment of criteria for the identification of potential candidates

¹ Article 5.12(e)(i) of the Company's Constitution

² Article 5.12(e)(ii) of the Company's Constitution

³ Article 5.12(e)(v) of the Company's Constitution

⁴ Article 5.12(e)(vi) of the Company's Constitution

⁵ Article 5.12(c) of the Company's Constitution

- 2.1 To develop criteria for the identification of potential candidates taking into consideration the necessary and desirable competencies of new Governors and Members.
- 2.2 When considering the matters in section 2.1 of this Charter with regard to Membership of the Company, ensuring there is a spread across the various legal communities.

Identification of potential candidates

- 2.3 The Committee will seek to identify the candidates that it feels have the necessary skills and competencies to increase the effectiveness of the Board.
- 2.4 The Committee may engage external consultants where it considers necessary to assist in the identification of potential candidates for the role of Governor.

Skillset of potential candidates

- 2.5 The Committee will prepare and provide to the Board a recommended Statement of Duties and Skillsets for Governors ("**Statement**"), which the Committee will review from time to time. Such Statement is to be incorporated into the Company's Corporate Governance Charter.
- 2.6 The Committee should evaluate the range of skills, experience and expertise of the personnel on the Board at the time when considering potential candidates in conjunction with the Statement. Such evaluation will assist in enabling the identification of those skills that will best increase the effectiveness of the Board.
- 2.6 If considered by the Committee to be necessary or desirable, the Committee should adopt a Board skills matrix to identify any deficient competencies in the skills and experience of the personnel on the Board at the time. Such matrix is to be approved by the Board.

Selection of new Governors and Community Ordinary Members

- 2.8 The Committee should establish policies, criteria and guidelines in relation to the selection of potential candidates for appointment to the Board and admission to membership of the Company.⁶
- 2.9 When reporting its recommendation to the Board about the suitability of potential candidates for selection⁷, the Committee will ensure it has considered issues of diversity, board composition, skills, experience and expertise that will best complement the efficiency and effectiveness of the Board.
- 2.10 The Board will make the final recommendation to Members with respect to any new Governor appointments and admissions to membership of the Company.
- 2.11 The Board may fill a casual vacancy on the Board in accordance with the provisions of the Constitution without consulting the Committee. Any person appointed in such manner will be required to stand for election at the next annual general meeting of the Company following their appointment⁸, provided that the Board has received a nomination of that person from the Committee⁹.

Generally

- 2.12 In discharging their responsibilities, Committee members have a duty to act in the best interests of the College as a whole, irrespective of personal, professional, commercial

⁶ Article 5.12(e)(v) of the Company's Constitution

⁷ Article 5.12(e)(iv) of the Company's Constitution

⁸ Article 8.1(h) of the Company's Constitution

⁹ Article 8.1(g) of the Company's Constitution

or other interests, loyalties or affiliations, and must respect the confidential nature of the discussions and resolutions of the Committee.

- 2.13 Any conflicts of interest must be declared prior to the commencement of any relevant Committee meeting.
- 2.14 If the rest of the Committee members in attendance at the meeting are of the opinion that such conflict will inhibit the relevant Committee member from discharging his or her responsibilities as detailed in Section 2.12 of this Charter, the conflicted member may not participate in the matter of business on the Agenda in relation to which they are conflicted.

3. Administration Matters

Composition and Term

- 3.1. The Committee is an advisory committee of the Board.
- 3.2. The Committee shall comprise:
 - 3.2.1 the Chair;
 - 3.2.2 two members of the Board appointed by the Board;
 - 3.2.3 the Preferred Foundation Ordinary Member; and
 - 3.2.4 three Members of the Company chosen at the annual general meeting, one being an Alumni Ordinary Member, one being a Community Ordinary Member and one being a Foundation Ordinary Member.
- 3.3. Where Committee members are also on the Board, their duties and responsibilities in respect of the Committee will be in addition to their duties as a Governor.
- 3.4. The term of the three Committee members chosen at the annual general meeting, as detailed in Section 3.2.4 of this Charter, will be until the second annual general meeting following their appointment, or. At the end of a Committee member's tenure, the Board will fill the vacancy from the relevant Members' category and will seek confirmation at the next annual general meeting of the Committee member's appointment.
- 3.5. The term of the two members of the Board, as detailed in Section 3.2.2 of this Charter, will be ongoing unless otherwise determined by the Board. .
- 3.6. Pursuant to article 5.12(e) of the Constitution, the Board may fill any casual vacancy on the Committee (if applicable) but must do so from the relevant Members' category. Confirmation of this appointment will occur at the next annual general meeting.

Meetings

- 3.7 The Committee will hold meetings as requested by the Chair or the Board, which is expected to generally be at the least two (2) times per year.
- 3.8. A quorum will be a simple majority of the members of the Committee at the current time.
- 3.9. Meetings of the Committee may be held face-to-face or through any technological means by which members can participate in a discussion or by a written resolution signed by all members entitled to vote on that resolution at a meeting of the Committee.
- 3.10. The notice and agenda of meetings will be prepared by the Chair in consultation with Committee members and with the support of the Company Secretary and will include relevant supporting papers, as appropriate.

- 3.11. The Chair may invite any Governor, Officer or Employee of the Company to attend its meetings as it sees fit.
- 3.12. In the absence of the Chair, provided there is a quorum, the other Committee members in attendance may appoint an acting Chair.
- 3.13. Each Committee member in attendance at a meeting will have one vote. Resolutions are passed by simple majority. The Chair does not have a casting vote.

Secretariat duties and reporting to the Board

- 3.14. The Secretary of the Nominations Advisory Committee shall be the Secretary of the Company or such other person as nominated by the Board.
- 3.15. The proceedings of all meetings will be minuted with the draft minutes provided to the Chairman for review within 7 days of the meeting and circulated to Committee members within 14 days of each meeting. The minutes are to be included in the papers for the next Board meeting after each Committee meeting, assuming such Board meeting takes place at least 14 days after the Committee meeting. If the Board meeting is within 14 days of the Committee meeting, then the Chairman will verbally report to the Board.

Signed document passing a resolution of the Committee

- 3.16. The Committee may pass a resolution without a Committee meeting being held if each Committee member entitled to vote on the resolution sign a document containing they are in favour of the resolution set out in the document. Separate copies of a document may be used for signing by the Committee (a photo, scanned copy, facsimile copy or the original is acceptable) and the resolution is passed when the last Committee member signs.

Access to information and independent advice

- 3.17. The Committee has the authority to seek any information it reasonably requires from any employee of the Company.
- 3.18. Following receipt of the approval of the Board, the Committee may take such legal, recruitment or other external advice as it considers necessary to assist with making recommendations to the Board and each member of the Committee is entitled to rely on such advice in good faith.

4. Review of Charter

- 4.1. The Committee should review its charter biennially to provide assurance that it remains consistent with the Board's objectives and responsibilities.
- 4.2. No changes may be made to this Charter without the approval of the Board.