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WMAA Board of Directors

Nominations Committee

Charter

1. Objectives

The Board of the Waste Management Association of Australia (“WMAA”) has resolved to establish a Committee of the Board to be known as the Nominations Committee (“the Committee”) and reserves the authority to appoint or remove the Committee Chairman or any of its members.

The primary objective of the Committee is to assist the Board in fulfilling its corporate responsibilities in regard to:

- I. The appointment of WMAA Board Members to fill specific skills-based roles or to represent a particular constituency.
- II. The appointment of Board Members to fill a casual vacancy.
- III. Other matters delegated to the Committee by the Board.

2. Authority

The Committee is authorised, within the scope of its responsibilities, to:

- I. seek information it requires from any WMAA employee or contractor; and
- II. take independent professional advice or assistance, at the reasonable expense of WMAA. Unless a conflict exists or to do so would be inconsistent with the Committee’s duties, the Committee is to request such information, professional advice or assistance permitted under this clause via the Chair of the Board.

3. Membership

3.1 The Committee is to consist of:

- I. only Independent Non-executive Directors; and
- II. at least three Members of the Board.

3.2 All Directors, including those that are not members of the Committee, have the right to attend Committee Meetings.

3.3 The Chair of the Committee is to be an Independent Non-Executive Director and is to be appointed by the Board.

3.4 Committee Members and the Chair of the Committee are appointed by the Board.

3.5 The Committee may invite other persons to attend its meetings as required.

4. Meetings

- 4.1 The Committee shall meet at least three times in each financial year. The Chair will determine the procedure for meetings of the Committee.
- 4.2 A quorum shall consist of greater than 50% of members, based on membership numbers of the Committee.
- 4.3 All decisions of the Committee shall be determined on the basis of a majority vote of members. In any instance of a tied vote, the Chair of the Committee shall have the casting vote.
- 4.4 When the Committee must reach a decision between meeting dates, this decision may be made by circular resolution. In carrying out a vote by circular resolution, the Chair of the Committee has an obligation to attempt to contact all Committee members. A circular resolution will be passed only when the majority of Committee members vote in the affirmative.

5. Organisation

- 5.1 A delegate nominated by the CEO or the Chair of the Committee will be responsible for keeping all minutes of all meetings of the Committee. Once the minutes of each meeting have been adopted and signed by the Chair of the Committee, they shall be tabled at the next Board meeting subsequent to that Committee meeting.
- 5.2 All activities and recommendations from the Committee will be brought to the Board for ratification at the next Board meeting subsequent to that Committee meeting.

6. Duties and Responsibilities

Directors are appointed under the constitution of WMAA through election by the general membership (President and Vice President), or through election by the constituency they represent (Branches, Divisions and Gold corporate Members). Additionally, the Board may seek to appoint up to three “skills based” directors.

Specifically the Committee will:

- 6.1 review and advise the Chairman on the composition of the Board and its Committees;
- 6.2 assess the necessary and desirable competencies of directors and advise the Chairman as appropriate;
- 6.3 advise the Chairman on the appropriate mix of directors’ competencies, to enable the Board to discharge its responsibilities effectively;
- 6.4 oversee the directors’ induction program with the assistance of the CEO;

7. Reporting

7.1 The Committee will:

- I. record proceedings of each meeting; and
- II. circulate them to the Board.

7.2 Prepare an annual report to the Board, a summary of which is to be published in the Annual Report, outlining work performed by the Committee.

7.3 All recommendations of the Committee are to be referred to the Board for approval.

7.4 Ensure the Charter of the Committee is posted on the WMAA website.

8. Committee Performance

To determine whether it is functioning effectively, the Committee shall:

- I. review this Charter periodically; and
- II. undertake an evaluation of its performance at intervals considered appropriate by the President, or at least annually.