Nominations and Governance Committee

Terms of Reference

9 MARCH 2025

TOR owner:	HNC Board
TOR contact:	Company Secretary
Approved by:	HNC Board
Approval date:	9 March 2025

Background and Scope

The Nominations and Governance Committee of Healthy North Coast Ltd (HNC), trading as North Coast Primary Health Network (the Company), is a committee of the HNC Board (the Committee). It is established in accordance with the Company's Constitution (the Constitution) to ensure good corporate governance.

Purpose

The Committee has been established to assist the Board in overseeing the organisation's governance practices, policies and procedures for effective board functioning. It is also required to provide advice and recommendations to the Board and/or the Members specifically in relation to Board composition.

Role & Function

The Committee's scope of work includes the following:

Nominations

- Review the prevailing 'Skills Matrix' for the purposes of the Constitution and provide feedback and recommended changes to the Board for the Board's consideration, taking into account the needs and objectives of the Company and other relevant matters at that time. This is an advisory function only, and should be completed on request by the Board.
- Review the performance, skills and structure of the Board with reference to the then-current Skills Matrix from time to time with a view to determining whether an appropriate mix of competencies, skills and experience exists.
- Evaluate the performance of existing Directors who wish to stand for re-election or re-appointment (as the case may be), interview such Directors (as the Committee sees fit) and make recommendations to the Members accordingly.
- Call for written applications from prospective Directors from time to time.
- Assess applications from prospective Directors and make recommendations to the Members accordingly, whether by examination of written materials, personal interview or a combination of both (as the Committee sees fit). This includes advising applicants in writing of the success or otherwise of their applications.

Governance

- Assist and advise the Board in fulfilling the Committee's responsibilities that an appropriate and transparent process is in place for the effective succession planning and renewal for the Board and Board Sub-Committees.
- Provide recommendations on Board Committees' Terms of References from time to time, on request by the Board.
- Provide oversight of Board and Director performance review process.
- Provide oversight and advice regarding Board and Committee remuneration.
- Assist the Board in developing and reviewing onboarding processes for new Directors and Committee members.

- Review the suite of Board approved policies, procedures and guidelines and provide recommendations as to the suitability and completeness of the suite.
- Undertake other activities consistent with the terms of the Constitution and generally accepted principles of good corporate governance as the Board by ordinary resolution may determine from time to time.

Chief Executive Officer (CEO)

- Provide advice regarding the CEO performance assessment process, including advice on the CEO Performance Criteria on request by the Board.
- Provide benchmarking for the remuneration of the Executive Leadership Team, including the CEO, from time to time.

Members

- Assist the Board/Board Chair with planning for the Board and Member Liaison Group meetings.
- Assist the Board with planning for any General Meetings of the company, including the review of the minutes from any General Meeting.
- Assist the Board with the recruitment of new Members.
- Assist and provide advice to the Board regarding any Constitutional changes.

Other Matters

- The Committee considers any other matters referred to it by the Board if requested.

The Board will ensure that the Committee is provided with adequate resources to perform its functions. However, the Committee must not appoint or instruct an expert advisor or consultant, or otherwise seek to obtain expert advice or services (whether on a fee-paying basis or otherwise), without the prior written consent of the Board.

Authority

The Committee has no power to delegate any of its powers, duties or responsibilities to any person, or to establish a sub-committee.

Membership

The HNC Board is responsible for the appointment, and dismissal, of Committee members.

The Committee will consist of four to five members, three members will be Board Directors, and up to two members will be independent members.

Committee members will be appointed by the Board for an initial term of three years, with an opportunity to serve another two consecutive terms upon approval of the Board (i.e. a maximum term of nine (9) years). However, the maximum term that a member can serve may be subsequently extended by the Board, at its discretion on an annual basis, to retain the relevant expertise, skills and/or experience required to ensure the effective ongoing functioning of the Committee.

A member of the Committee is considered “independent” if they do not have a perceived or real material interest in the Company, and therefore do not fall within the following groups:

a) An individual employed or contracted by the Company or receiving any form of payment other than for attending various committee meetings or engagement meetings.

b) An individual employed, contracted or a partner of an entity providing External Audit, Internal Audit, or legal services to the Company any time within the last three years; or

c) An immediate family member of a person described in a) or b) above.

Remuneration of Independent members will be based on the terms set out in the Stakeholder Engagement Remuneration Procedure.

In Attendance

Any Board member may attend Committee meetings.

The Company Secretary is to be in attendance.

Others can attend the Committee meetings as requested.

Chairperson

The Board will appoint one of the Directors to Chair Committee meetings for a period not exceeding twelve calendar months. A Chairperson is eligible for reappointment at the close of the twelve calendar month period, at the discretion of the Board.

If no Chairperson is elected, or if at any meeting the Chairperson is not present within ten minutes after the time appointed for holding the meeting or is unwilling to act, the Committee members present must choose one of their number to chair that meeting.

Quorum

A quorum for the Committee meeting shall consist of three Committee members, at least one of which shall be an independent member.

The Committee may ask any non-members who are in attendance to leave a Committee meeting at any time.

Meetings

Meetings should be scheduled when and how the Committee or Board consider this necessary.

Meeting agendas will be prepared and provided at least a week in advance to members, along with appropriate briefing materials.

Minutes will be prepared and provided within a reasonable time and normally within a week of the meeting being held.

The HNC CEO will appoint the Committee secretariat.

Voting

Each Committee member has one vote. Decisions are made via a majority of votes of the members present (in person or via tele or video conference).

Responsibilities of Committee Members

Each Committee member is expected to have a reasonable knowledge of matters relevant to the functions and powers set out in this ToR, or undertake such further study or training as may be required to permit the Committee member to attain and maintain such knowledge.

Each Committee member is expected to devote the necessary time and attention to prepare for, and attend, Committee meetings and other Committee activities.

Members of the Committee will, at all times in the discharge of their duties and responsibilities, exercise honesty, objectivity and probity and not engage knowingly in acts or activities that have the potential to bring discredit to themselves or the Company.

Committee members must also refrain from entering into any activity that may prejudice their ability to carry out their duties and responsibilities objectively and must at all times act in a proper and prudent manner in the use of information acquired in the course of their duties.

Further, members must not publicly comment on matters relative to activities of the Committee other than as authorised by Board. A person who is or has been a Committee member or other attendee at a Committee meeting must not, except to the extent necessary:

- to exercise functions under this Terms of Reference (ToR) or the Constitution; or
- to give any information that the person is expressly authorised, permitted or required to give under this ToR or by law,

provide to any other person, whether directly or indirectly, any information acquired by him or her by reason of being a Committee member or other attendee at a Committee meeting, unless the Committee otherwise consents in writing.

A Committee member who has a direct or indirect pecuniary or other interest in a matter being dealt with by the Committee must disclose the nature of that interest at a meeting of the Committee as soon as possible after becoming aware of the interest.

Further, a Committee member who holds office as a result of which, directly or indirectly, duties or interest may be created in conflict with the Committee member's duties, must disclose that fact at a meeting of the Committee as soon as possible after becoming aware of the potential conflict.

The Chairperson or other Committee member presiding at a Committee meeting at which such a disclosure is made must cause it to be recorded in the minutes of the Committee meeting.

A Committee member who has made such a disclosure must not take any further part in the discussion of, or vote on, the matter to which the disclosure relates, and must not be present when the matter is discussed. Subject to this requirement, the Committee will determine an appropriate way to manage the conflict effectively, and will seek the Board's advice if the Committee is unable to make that determination.

Performance Evaluation

The Committee, and each Committee member, will:

- actively participate in any self-assessment activities regarding the performance of the Committee or individual Committee members;
- provide the Board with any information the Board may require to assist in a review of the performance of the Committee or individual Committee members; and
- fully cooperate with any independent advisors appointed by the Board for these purposes.

Review of Terms of Reference

The Board may review the role and functions of the Committee and amend, revoke or replace the ToR from time to time. The ToR must be consistent with the requirements of the Constitution.

The Committee will support the Board and any relevant Board committees in undertaking a review of this ToR at such intervals as the Board sees fit.