

## Appendix 5



### CHARTER OF THE OVERSIGHT & NOMINATIONS PANEL OF BONNET BAY FOOTBALL CLUB

#### 1. Purpose

The purpose of the Oversight & Nominations Panel is to continually assess the performance of the Executive Committee to ensure its ongoing ability to exercise its responsibilities in accordance with the Club's Constitution and Governance Principles. The Oversight & Nominations Panel is expected to act according to the highest ethical standards and expectations of the members, as established over the years since the club's inception.

The Executive Committee is charged with the day-to-day leadership and management of the club in accordance with the Club's Constitution and Governance Principles. The Executive Committee formulates strategies and plans and presents them to the Oversight & Nominations Panel to review the process. The Oversight & Nominations Panel reviews the process for developing the strategies and plans, and then steps back and evaluates Executive Committee performance. Reciprocally, the Executive Committee (via the President) keeps the Oversight & Nominations Panel fully informed of the club's progress towards the achievement of its goals and of all material deviations from the goals or objectives and policies, in a timely and candid manner.

#### 2. Review of Charter

This charter shall be reviewed and reassessed by the Oversight & Nominations Panel at least annually, and any proposed changes shall be submitted to the Annual General Meeting of members for approval. Individual members may also propose changes to the charter for consideration at an Annual General meeting of members.

#### 3. Membership/Structure/Quorum

The Oversight & Nominations Panel shall be comprised of not less than three (3) and no more than five (5) members, with the initial Panel appointed by the approval of a majority of members at the General Meeting at which this Charter is adopted. Subsequent

appointments will be made when necessary by a majority of members at future Annual General Meetings except that casual vacancies shall be filled as outlined hereunder.

Once elected by the majority of members in accordance with this clause, a Panel member may serve no more than three (3) years, before they must retire from the Panel. A retired Panel member may stand for re-election at an Annual General Meeting (including immediately upon retirement).

The Chair of the Panel shall be appointed by the Panel at each Annual General Meeting according to a majority vote of the Panel, and the Club President will have the casting vote if there is a tie.

If a Panel member ceases their position prior to an Annual General Meeting the Panel may appoint a replacement to fill such casual vacancy according to a majority vote. If there is a tied vote, the Chair will have a casting vote. If such a replacement is made, this Panel member may only continue beyond the next Annual General Meeting if the appointment is ratified by a majority of members present at that Annual General Meeting. All other vacant positions on the Panel will be filled by majority vote at an Annual General Meeting.

Membership will consist of suitably experienced Past Presidents, Life Members and other independent persons as nominated by the Chair of the Oversight & Nominations Panel to act as mentors and guardians of the operations of the club. Panel members must be members of the club, and cannot be current Executive Committee Members. Nominations for the initial Oversight & Nominations Panel shall be made by the Executive Committee. A quorum of any meeting of the Oversight & Nominations Panel shall consist of a majority of its members.

#### **4. Meetings**

Meetings shall be held at least twice a year, or more frequently as deemed necessary by the Chair.

The Chair of the Oversight & Nominations Panel, in collaboration with the President of the Club, shall be responsible for establishing the agendas for meetings of the Panel. An agenda, together with relevant materials, shall be sent to the Panel members in advance of each meeting. Minutes for all meetings shall be prepared in draft form and reviewed by the Chair, and shall be approved by the Panel members at the following meeting. The minutes shall be distributed to the full Executive Committee.

#### **5. Roles and Responsibilities**

The Oversight & Nominations Panel's primary responsibilities are:

- a. Design the composition of the Executive Committee to meet the governance demands of the club;
- b. Develop a statement of criteria for determining appropriate attributes for and expectation of Executive Committee candidates;

- c. Review the Executive Committee's skill mix and identify gaps;
- d. Review Executive Committee Member nominations and provide the members with comments on the nominees based on needs identified in the Executive Committee skill gap analysis;
- e. Ensure implementation of an Executive Committee orientation program for new and prospective members;
- f. Review Executive Committee strategies and plans which have a material impact on the future of the club, including significant capital allocations and expenditures;
- g. Monitor whether the best interests of the Club as a whole are being considered in material matters being managed by the Executive Committee, and make recommendations for change if it is concerned with particular action (or lack of it), which must be accepted by the Executive Committee;
- h. Develop fair, measurable, and effective criteria to assess Executive Committee performance, and anticipate new leadership with succession strategies;
- i. Develop a schedule for the regular assessment of Executive Committee performance;
- j. Annually review the terms of reference of ad hoc sub-committees of the Executive Committee and recommend changes as determined;
- k. Review the Executive Committee's governance structure and activities at least annually, including the club's Policies;
- l. Act as a guardian of the club's values;
- m. Conduct an annual self-evaluation of the performance of the Oversight & Nominations Panel, and the effectiveness and compliance with this charter:
- n. Ensure all of the affairs of the Club are conducted in accordance with the Club's Governance Principles;
- o. Provide an annual report to the members at the Annual General Meeting.

The foregoing is a full, true and correct copy of the Charter passed and adopted by the members of Bonnet Bay Football Club Inc. at its Annual General Meeting held on 13 November 2017.