

Independent Nominations Committee (iNC)

Terms of Reference - Final

Background and Purpose	The Nominations Committee is a committee of the Australian Veterinary Association Ltd (AVA), endorsed by the Board. It has been established to assist the Board in fulfilling its responsibilities relating to: - Identifying and recommending to the AVA Board suitable nominees for election or appointment as Directors that are then voted on by the membership. - Advising on and reviewing the Board Skills Matrix (BSM) as per the AVA Constitution. - Supporting the development of a balanced and effective Board composition. The goal of the Nominations Committee is to ensure transparent, strategic, and skills-based appointments to the AVA Board.
Role	The Nominations Committee will: - Provide advice on the terms and potential amendments to the BSM. - Review and make recommendations to the Board on nominees for Board vacancies in accordance with the AVA Constitution, the BSM and the Director Position Descriptions. - Evaluate nominees through a transparent, merit-based process, and provide formal recommendations to the Board. - Support the Board in the development of Director Position Descriptions and criteria based on the current BSM. - Act in an advisory capacity to the Nominations and Governance Committee and AVA Board; it is not a decision-making body. The Nominations Committee will consider its purpose fulfilled when it has provided recommendations in line with the BSM and Director Position Descriptions for all Board vacancies.
Scope of Work	In scope: - Nomination processes for all AVA Board Directors. - Recommendations on Board composition and skills requirements. - Review and updates to the BSM.
Membership Appointment Process	Members are appointed through an Expression of Interest process through the Nominations and Governance Committee (NGC), a subcommittee of the AVA Board. The NGC will make recommendations to the AVA Board for their approval and appointment. The members of the Nominations Committee are approved by the AVA Board and are volunteer positions.
Members	The Nominations Committee will include 5 representatives: - Three AVA members. - Two independent external representatives.

Stage 3 Constitution Reform

	A Chair will be appointed from within the Committee by the Nominations Committee members. The term of Nominations Committee members is up to three calendar years, commencing from the date of their first Annual General Meeting (AGM). Staggered terms will be implemented where possible to ensure continuity. For clarity, the Nominations Committee members cannot be existing AVA Directors or AVA staff members.
AVA team support	AVA staff will provide administrative support, which may include scheduling meetings, circulating agendas and papers, and managing minutes and action items
Meeting administration	The Chair will chair all Nominations Committee meetings and AVA staff will act as secretariat. Action items will be recorded to track progress. • Agendas and papers will be sent at least 5 business days before the meeting. • Minutes and action items will be circulated within 5 business days after meetings. • Feedback from the Committee will be provided to the Board via the NGC.
Method of Communication	• The Nominations Committee will meet at least annually and more often as needed. • Meetings may be in person, virtual or hybrid. • Email and secure document sharing platforms will be used to facilitate communication between meetings.
Authority for decisions	• The Nominations Committee operates on a consensus basis but may adopt majority decision-making if consensus is not achieved. • A quorum will be 3 representatives. • The Nominations Committee is not a decision-making body. It provides advice and recommendations to the AVA Board via the Nominations and Governance Committee, which holds the authority for appointments and amendments.
Reporting and Accountability	• The Nominations Committee reports to the AVA Board via the AVA Nominations and Governance Committee. • A written report on the Nominations Committee activities and recommendations will be provided when appropriate.
Term of Committee and Term of Members	• The Nominations Committee will be established after the AGM • Review of Terms of Reference: Every two (2) years. • Individual member terms: Three (3) years (with staggering for continuity where possible).
Meeting Frequency and Attendance	• The Nominations Committee will meet at least annually and more often as needed. Proxies are not permitted.

	Non-attendance by a Nominations Committee member at two consecutive meetings without apology may result in removal from the Nominations Committee by the AVA Board.
Values	Members of the Nominations Committee are required to: - Comply with the AVA Code conduct. - Adhere to AVA policy and position statements in all discussions with external stakeholders. - Attend and participate in meetings, being prepared for meetings. - Be responsive to requests for feedback outside formal meetings. - Declare and appropriately manage conflicts of interest, which may require them to absent themselves from related discussions or votes. - Maintain the confidentiality of the Nominations Committee discussions and private correspondence. - Conduct themselves with civility.
Approval	The AVA Board reserves the right to amend these Terms of Reference and the membership of the Nominations Committee at its discretion.