



# **AUSCYCLING**

## **PEOPLE COMMITTEE CHARTER**

Version 1 | 3 September 2020



Policy Owner	Board	Adopted/ Approved by	Board
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## 1. Charter

- 1.1. The People Committee ('**Committee**') is a committee of the AusCycling Board ('**Board**').
- 1.2. This charter is the written charter of the Committee and sets out the role and responsibilities, composition and operation of the Committee ("**Charter**")

## 2. Purpose and Authority

- 2.1. The purpose of the Committee is to:
  - 2.1.1. seek to ensure that there is a robust approach to Board governance matters at AusCycling, providing an environment where the Board can carry out effective and responsible decision making and oversight;
  - 2.1.2. assist the Board in relation to remuneration matters, senior executive succession (including for the Chief Executive Officer), people, culture and conduct, diversity and athlete wellbeing and engagement;
  - 2.1.3. identify candidates to fill Director vacancies (including casual vacancies) and assess all nominees for Director vacancies including the power, in accordance with the Constitution, to determine that a nomination is unsuitable for further consideration by the Company, the Directors or the Members but only if this decision is unanimous

## 3. Role of the Committee

- 3.1. The Board has authorised the Committee, within the scope of their duties and responsibilities set out in this Charter to:
  - 3.1.1. manage the process to identify, nominate and select director candidates and recommend preferred nominees for appointment or election to the Board;
  - 3.1.2. identify and evaluate CEO candidates and recommend preferred candidates for appointment by the Board, and lead the Board's in its annual review of the CEO's performance;
  - 3.1.3. ensure that the people policies and remuneration policies are reasonable and fair and have an adequate focus on athlete welfare and wellbeing; and
  - 3.1.4. perform other such other functions as the Board may from time to time assign to the Committee.

## 4. Responsibilities of the Committee

In assisting the Board in fulfilling its responsibilities, the duties of the Committee shall be:

### 4.1. ***Board Nominees and Succession***

- 4.1.1. develop a board skills matrix setting out the mix of skills, expertise, experience, diversity (including geographic diversity) and personal attributes that the Board should look to achieve in its membership;
- 4.1.2. develop a process to undertake a call for nominations that ensures nominees are made aware of the identified skill sets required to contribute to the Board as per the AusCycling skills matrix
- 4.1.3. receive and review all nominations for all Board Director Positions
- 4.1.4. organise communication with all nominees for Board Director positions, set up and conduct interviews as appropriate
- 4.1.5. assess nominees against the AusCycling skill priorities and requirements (including culture fit) and undertake reference checking as required
- 4.1.6. finalise its recommendations and inform the relevant stakeholders

- 4.1.7. as required, ensure that a process is undertaken to evaluate and analyse the skills, expertise, experience, diversity and independence of the directors of the Board and the CEO of AusCycling and make recommendations to the Board regarding appointments, retirements and terms of office;
- 4.1.8. ensure succession planning for the Board to maintain appropriate skill and diversity mix of the Board whilst minimising business disruption;
- 4.1.9. manage a robust and effective process to assess and review director's inductions, performance and development;

#### **4.2. *CEO and Senior Management***

- 4.2.1. identify and evaluate CEO candidates and recommend preferred candidates for appointment by the Board
- 4.2.2. lead the Board in its annual review of the CEO's performance; and
- 4.2.3. as required, provide guidance to the CEO in relation to the skills, expertise, experience, diversity and independence of the senior management of AusCycling
- 4.2.4. ensure succession planning for the key executives to maintain appropriate skill and diversity mix of the key executives whilst minimising business disruption.

#### **4.3. *People Policies and Remuneration***

- 4.3.1. ensure that the people policies and remuneration policies are reasonable and fair and have an adequate focus on athlete welfare and wellbeing.

### **5. Membership**

- 5.1. The Committee shall comprise of no fewer than five (5) and no more than nine (9) members.
- 5.2. For the first three years of the Committee's operation the members of the Committee will include:
  - 5.2.1. at least one member from each of the disciplines of BMX, mountain bike, and road and track cycling; and
  - 5.2.2. one independent member who has the skills and experience to make a valuable contribution to the Committee.
- 5.3. Following the first three years of the Committee's operation the members of the Committee will be appointed by the Board, and will include one independent member who has the skills and experience to make a valuable contribution to the Committee.
- 5.4. Members of the Committee will be appointed by the Board for a term to be determined by the Board, subject to a maximum term limit that must not exceed nine years.
- 5.5. The Chair of the Committee will be appointed by the Board.
- 5.6. A quorum must consist of one more than half the number of members of the Committee.
- 5.7. The Chair and Committee members will be appointed by the Board and may be removed by the Board at any time.

### **6. Meeting Proceedings**

- 6.1. The Committee will meet at least four times each year, and as often as it deems necessary or appropriate to perform its obligations under this Charter. A meeting may be conducted either in person or electronically
- 6.2. The Committee may invite other people to attend meetings as it sees fit, and consult with other people or seek any information it considers necessary to fulfil its obligations under this Charter.
- 6.3. The Committee may from time to time create working groups, each of which will report to the Committee.

- 6.4. Minutes of each Committee meeting should be circulated to all Committee members within seven business days after each Committee meeting and will be tabled and presented at the next meeting of the Board
- 6.5. The report to the Board will be a comprehensive report in order to:
  - 6.5.1.ensure the Board has insight into the key issues discussed by, and the decisions of, the Committee;
  - 6.5.2.facilitate Board awareness and confirm all obligations delegated to the Committee have been fulfilled; and
  - 6.5.3.assist in the periodic review of the Committee's performance.
- 6.6. The report to the Board will include recommendations on any specific decisions or actions the Board should consider including changes to this Charter.

## **7. Charter Terms**

- 7.1. The Committee will review the Charter annually to ensure that it meets best practice standards for corporate governance and the needs of AusCycling and the Committee.
- 7.2. Any amendments to the Charter are to be approved by the Board.

## **8. Adoption by the Board**

This Charter was approved by the Board on 23 September 2020.

END

**LET'S RIDE TOGETHER**