

# IMMAF Nominations Committee

## Terms of Reference

### 1. Status and Role

1.1 The IMMAF Nominations Committee (“Nominations Committee”) is elected by the IMMAF General Assembly under Article 17 of the IMMAF Statutes.

1.2 The role of the Nominations Committee is to ensure that all candidates for elected positions at IMMAF are eligible in accordance with the IMMAF Constitution and other IMMAF rules and regulations. The Nominations Committee will also monitor the election procedures to ensure that they comply with the relevant articles of the IMMAF Constitution.

### 2. Commencement

2.1 These Terms of Reference are effective from 1 December 2019.

### 3. Composition

**3.1 Size:** The Nominations Committee shall comprise up to 5 people, including a Chair.

#### **3.2 Eligibility and Election procedure:**

a. Election to the Committee will take place every 2 years at the IMMAF General Assembly. IMMAF Member Federations will inform the IMMAF CEO in writing of any candidates they wish to be considered for election at least 1 month before the election date.

b. Only one representative from each IMMAF Member Federation may be elected to the Committee.

b. To be eligible for election, a Nominations Committee Member must:

a. be nominated by an IMMAF Member Federation (or a body affiliated to the Member Federation) in good standing;

b. be at least 18 years old;

c. be able to speak and understand English reasonably well;

d. not be under investigation, or convicted or otherwise sanctioned for:

i. any other offence or breach of any rules of IMMAF, an Area Association or a Member Federation; or

ii. an offence under any applicable laws punishable by a term of imprisonment of 2 years or more (unless the person has served the sanction imposed on them);

#### 4. Term and Vacancies

**4.1 Term:** The term of office for members of the Nominations Committee is two years:

##### 4.2 Resignation and Removal

a. A member of the Nominations Committee may resign prior to the expiry of their term of office by giving not less than 1 months' notice in writing to the Nominations Committee Chair and IMMAF Board.

b. A Nominations Committee Member may be removed from the Committee prior to the expiry of their term of office, by decision of the IMMAF Board on the recommendation of the Committee Chair, for:

- i. breach of any duty under clause 8; or
- ii. any other act or conduct that, in the opinion of the IMMAF Board, brings the Nominations Committee or IMMAF into disrepute.

c. In addition, a Nominations Committee Member shall be deemed to have vacated his or her position if, during their term, he or she:

- i. is absent from two consecutive meetings of the Nominations Committee.

**4.3 Changes and Vacancies:** If any position on the Nominations Committee is vacant, whether by resignation, removal or otherwise at any time, the Board of Directors may (on the recommendation of the Committee Chair and IMMAF Board) appoint a replacement member (who is eligible under clause 3.3) for the balance of the term of office of the vacated position.

#### 5. Chair

**5.1 Role and Responsibilities:** The role of the Chair is to lead and be the spokesperson for the Nominations Committee. The Chair has the following responsibilities:

- a. chair and prepare the agenda/papers for all meetings of the Committee;
- b. be the spokesperson for the Committee;
- c. liaise with the President and Chief Executive as required or requested;
- d. prepare and present reports to the IMMAF Board;
- e. attend meetings of the IMMAF Board and any other Committees or Working Groups as requested by the President or Board of Directors;
- f. be IMMAF representative at any relevant forums, groups or presentations as requested by the President or the Chief Executive;

- g. regularly communicate with the members of the Nominations Committee and other persons in order to identify issues for the Nominations Committee to consider;

**5.3 Resignation or Removal:** The Chair may be removed from their position, prior to the expiry of their term of office, by:

- a. resignation; or,
- b. decision of the IMMAF Board; or
- c. resignation or removal from the Committee under clause 4.2.

## **6. Authority**

**6.1** Independent of the IMMAF Board, the Nominations Committee has an important advisory role and should be considered as the highest authority when it comes to the IMMAF election procedures.

**6.2** The Nominations Committee may decide, when it is in the interests of IMMAF or in the public interest, to make public statements about IMMAF, the Nominations Committee or any aspect of the Nominations Committee's work, without prior approval of the IMMAF Board.

## **7. Duties of Nominations Committee Members**

**7.1** Members shall wholeheartedly champion IMMAF values and always act in the interests of IMMAF;

**7.2** Share all communications and information amongst Nominations Committee members;

**7.3** Make timely decisions to not hold up ongoing projects;

## **8. Rights of Nominations Committee Members**

**8.1** Members will be provided with complete, accurate and meaningful information in a timely manner by IMMAF Staff;

**8.2** Members will be given reasonable time to formulate key recommendations

**8.3** Members will be alerted to potential risks and issues that could impact relevant project, as they arise

**8.4** Members can expect open and honest discussions, with the avoidance of misleading assertions

## **9 Participation:**

**9.1** Nominations Committee Members shall attend each scheduled meeting of the Committee (in person or using technology) unless excused by the Chair.

**9.2** Each Committee member shall participate in an active and energetic way in Committee meetings and in matters undertaken by the Committee between meetings.

**9.3** Each Nominations Committee Member must be adequately prepared for each Committee meeting in order to participate effectively and constructively.

## **10. Ethics Code:**

**10.1** Committee Members are IMMAF Officials and as such are bound by the IMMAF Ethics Code and other IMMAF Policy documents. This includes principles of conduct related to integrity, equality, dignity, good faith, conflicts of interest, improper benefits, improper association and neutrality.

**10.2** IMMAF Rules: Nominations Committee Members are bound by all the rules and regulations of IMMAF.

## **11. Reporting**

**11.1 Reports to IMMAF Board:** The Nominations Committee shall submit a report to the IMMAF CEO in writing within 1 month of each meeting of the Committee. This report shall be prepared by the Chair of the Nominations Committee in collaboration with the IMMAF Staff Liaison. All Nominations Committee Members shall receive a copy of this report.

## **12. Nominations Committee Meetings and Procedure**

**12.1 Work:** The Nominations Committee shall undertake its work at meetings of the Committee and in between meetings by telephone, email and other means of communication as is necessary to fulfil its responsibilities.

**12.2 Meetings:** The Nominations Committee shall meet in person in IMMAF election year. The dates and venue are to be agreed by the Chair and the Chief Executive Officer. As much notice as possible, usually at least two months' notice, will be given to all Committee Members of the date, time and venue for any meeting.

**12.3 Agenda:** The Chair shall prepare an agenda for each meeting in consultation with the Staff Liaison. Committee Members may submit items for the agenda through the Chair. The agenda, together with relevant papers, will be distributed to all Committee Members by IMMAF Staff Liaison prior to each Committee meeting (usually 2 weeks prior).

**12.4 Chair:** The Chair will chair all meetings, unless he or she is unavailable in which case the Chief Executive Officer will designate a replacement.

**12.5 Attendees:** In addition to Committee Members:

- a. The President and the Chief Executive Officer will be invited to attend every meeting of the Committee.
- c. Other persons and experts may be invited by the Chair to attend meetings to provide information or advice on a specific item of business at a meeting, with the prior approval of the Chief Executive Officer;

**12.6 Meetings using Technology:** Nominations Committee meetings may be held by telephone, through video or internet conference facilities or in combination with a meeting held in person provided that prior notice of the meeting is given to all Committee Members and all persons participating in the meeting are able to hear each other effectively and simultaneously. Participation by any Committee Member in this manner at a meeting shall constitute the presence of that member at that meeting.

**12.7 Remote Decisions:** In addition to discussions and decisions made in meetings of the Nominations Committee, discussions may be held between members via email and other social media and messaging platforms, provided that any resolutions or decisions of the Committee which follows such discussion, shall only be valid if decided by email in the manner prescribed by the Chair and Chief Executive Officer.

**12.8 Quorum:** The quorum for all meetings of the Nominations Committee shall be a majority (half + 1) of the total number of members of the Nominations Committee. This quorum also applies to remote decisions.

**12.9 Voting:** Decisions of the Nominations Committee shall generally be made by consensus. If a consensus cannot be reached and a vote is required, each Nominations Committee Member shall have one (1) vote. Voting by proxy is not permitted. Where members are attending a meeting using technology (in accordance with clause 10.6), they may vote by email in accordance with the procedures prescribed by IMMAF). Except to the extent specified in these Terms of Reference, a majority in favour of an action by those Nominations Committee Members present at a meeting, is required for it to be passed.

A member who attends a meeting via telephone or video or other conference facility shall be regarded as being present. In the event of an equality of votes, the Chair may cast a casting vote.

**12.10 Minutes:** Minutes of each meeting of the Nominations Committee shall be taken. IMMAF Staff Liaison or other person designated by the Chief Executive Officer will be responsible for taking the minutes during the meeting. The minutes will be finalised in consultation with the Chair and sent to the Nominations Committee members within a maximum of one (1) month of the meeting. Any amendments to the Minutes will be agreed at the next meeting of the Nominations Committee and noted accordingly.

**12.12 Confidentiality:** All meetings and the work of the Nominations Committee are confidential. No documents, information, discussion, recommendations or decisions made at a Nominations Committee meeting or

otherwise exchanged or agreed in connection with the work of the Nominations Committee, shall be disclosed to any other person unless:

- a. the Nominations Committee Chair authorises such disclosure;
- b. the Nominations Committee agrees that such disclosure is necessary or desirable to advance its work;
- c. the matter is in the public domain; or
- d. such disclosure is required by law or any applicable authority, including the IMMAF Ethics Committee, IMMAF Arbitration Panel or another Disciplinary Tribunal.

### **13. Administration**

**13.1 Expenses:** Nominations Committee Members act as such in a voluntary capacity and will not be compensated for their work as a Committee Member. IMMAF will reimburse expenses and pay a per diem for each Nominations Committee Member in accordance with IMMAF policy.

**13.2 Administration:** IMMAF will arrange travel, accommodation and insurance for Nominations Committee meetings in accordance with IMMAF policy.

**13.3 Documents:** IMMAF will provide the Nominations Committee with all documents held by IMMAF relevant to the Nominations Committee's work. All records, minutes and notes will be stored in the IMMAF Head Office.