

# **ST ANDREW'S TOOWOOMBA HOSPITAL**

## **CONSTITUTION**

Adopted: 24 June 2015

*Approved in accordance with the preceding Constitution of the Hospital by:*

*Board of Governors, St Andrew's Toowoomba Hospital – 25 February 2015*

*General Assembly of the Presbyterian Church of Queensland – 24 June 2015*

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# ST ANDREW'S TOOWOOMBA HOSPITAL

## CONSTITUTION

### BACKGROUND

- A. St Andrew's Toowoomba Hospital (**Hospital**) was founded in 1961, opened in 1966 and governed until 1977 as an integral work of the Presbyterian Church of Queensland (**Church**), in partnership with the community of Toowoomba.
- B. The property of the Hospital was held as part of the property of the Church on the usual charitable trust for the advancement of the Christian faith in the Presbyterian cause, in this case by the hospital ministry of healing as embodied in its objects in its constitution.
- C. During the course of Church Union in 1977 the General Assembly of the Church (**Assembly**) approved the transfer of ownership of the Hospital property to the Hospital and Assembly enacted a new constitution for the Hospital, with half of the Governors to be appointed by Assembly and half by the Synod of the Uniting Church of Queensland (UCQ).
- D. The 1977 constitution continued until it was varied by Assembly in 2003, following the withdrawal of UCQ (at its request) from an appointment role of Governors of the Hospital, leaving that appointment role and constitutional approval role solely to Assembly.
- E. The Hospital and Assembly conducted a review of their constitutional relationship throughout 2013 and 2014 and adopted this Constitution by resolution of the Board of Governors dated 25 February 2015 and by resolution of Assembly dated 24 June 2015.

### F. **LEGAL STATUS:**

- I. The Hospital is a body corporate created under the Hospital Letters Patent executed by the then Governor of Queensland on 30 March 1978 pursuant to the authority of the *Religious Educational and Charitable Institutions Act 1861 (RECI Act)*.
- II. Following the repeal of the *RECI Act*, the Hospital Letters Patent were preserved through s144 of the *Associations Incorporation Act 1981 (Associations Incorporation Act)*.
- III. By the Hospital Letters Patent, the Chairman, the Vice-Chairman and the Treasurer of the Hospital are declared to be a "Body Corporate" by the "name and style of St Andrew's Toowoomba Hospital".

### NAME AND FORMATION

1. The name of the Hospital is *St Andrew's Toowoomba Hospital* and by that name the persons at any given time elected by and from amongst the Board of Governors under Rule 9 and thus occupying the offices of Chairman, Vice-Chairman and Treasurer of the Hospital together shall:
  - (a) continue to constitute a body politic and corporate; and
  - (b) be authorised to make application for incorporation.

## **OBJECTS**

2. The Objects of the Hospital are:
  - (a) To conduct and maintain a true community hospital in which Jesus Christ is proclaimed as Healer and Redeemer and in which religious services are conducted for patients and staff with due regard for their personal freedom;
  - (b) To provide health services for members of the public irrespective of their religious beliefs;
  - (c) To contribute to professional education in health and health related fields; and
  - (d) To do all such things as may be essential or conducive to the furtherance of the above objects.

## **GOVERNMENT**

3. The whole governance and oversight of the management and operations of the Hospital shall be vested in the Board of Governors.
4. For the avoidance of doubt, in carrying out their role and responsibilities, each of the members of the Board of Governors must act at all times in the interests of the Hospital having regard to the Objects of the Hospital as set out in Rule 2.
5. The Board of Governors shall have all of the powers and authorities necessary or incidental to the conduct and operation of the Hospital including the power to delegate any of its powers or authorities to others on terms as the Board of Governors sees fit.

## **BOARD OF GOVERNORS**

6. Assembly performs the function of making appointments to the Board of Governors, other than appointments made by the Board of Governors to fill casual vacancies under Rule 16.
7. The Board of Governors as at the date of adoption of this Constitution shall be the persons who comprised the Board of Governors immediately prior to its adoption.
8. As and from the adoption of this Constitution, the Board of Governors shall consist of at least 9 and not more than 16 persons appointed by Assembly, of which, subject to Rule 9:
  - (a) at least one shall be a Minister of the Church;
  - (b) at least one shall be a member of the Presbytery of the bounds or a representative of a Presbyterian women's group operating within the bounds of the Presbytery;
  - (c) at least three shall be Medical Practitioners who are or have been registered as such with AHPRA within the last 5 years; and
  - (d) at least three quarters shall be members of a Christian Church.
9. Notwithstanding Rule 8:
  - (a) if for any reason the number of Governors falls below 9, the Board of Governors shall have the power to act solely for the purposes of filling any casual vacancies so as to bring the total number of Governors back to at least 9; and

- (b) if for any reason there are at least 9 Governors but there is a deficiency in the composition of the Board of Governors, having regard to the requirements of paragraphs (a) to (d) of Rule 8 (**Rule 8 Composition Requirements**) and the Nominations Policy:
    - (i) the Board of Governors shall, notwithstanding the deficiency, continue to have the full power to act until such time as any casual vacancies can be filled so as to restore the Board to compliance with the Rule 8 Composition Requirements and the Nominations Policy; and
    - (ii) the Board of Governors must act promptly and in good faith to exercise its power under Rule 16 to fill any casual vacancies so as to restore the Board to compliance with the Rule 8 Composition Requirements and the Nominations Policy.
10. The Board of Governors shall elect from amongst their number 3 separate Governors to fill the respective offices of Chairman, Vice-Chairman and Treasurer:
- (a) at the first meeting of the Board of Governors after conclusion of the meeting of the General Assembly each year; and
  - (b) If a casual vacancy arises on the Board of Governors at any time which results in any of those offices being vacated, as soon as reasonably practicable after the casual vacancy arises.

#### **ROTATIONAL RETIREMENTS AND APPOINTMENTS**

11. As and from the date of adoption of this Constitution, the persons who are on the Board of Governors shall retire in the order and at the times set out in Schedule 'A' to this Constitution but shall be eligible for reappointment by Assembly, provided that they fulfil the Board Eligibility Criteria.
12. Each person appointed to the Board of Governors by Assembly after the date of adoption of this Constitution shall be appointed for a term of 3 years commencing as and from the date of their appointment.
13. Provided that the person fulfils the Board Eligibility Criteria, including any express limitation on the number of terms a person may serve, a person shall be eligible for appointment or reappointment as a Governor.
14. All appointments to the Board of Governors must be made in accordance with the Nominations Policy.
15. Notwithstanding any other provision of this Constitution, the Nominations Policy or the Board Eligibility Criteria, a person who:
- (a) is under 18 years of age;
  - (b) has entered into a Deed of Arrangement with his/her creditors or has executed a Deed of Assignment for their benefit under the laws relating to bankruptcy;
  - (c) is an uncertificated or undischarged bankrupt;
  - (d) has been convicted of an indictable offence; or
  - (e) becomes physically or mentally unable to carry out properly his/her duties as a Governor
- shall be incapable of being appointed to or continuing to be a member of the Board of Governors.

## **CASUAL VACANCIES**

16. If a casual vacancy arises on the Board of Governors due to any person retiring from or otherwise vacating their position on the Board of Governors, the Board of Governors may appoint a person to fill such vacancy provided that:
- (a) the appointment shall be subject to and comply with the Nominations Policy;
  - (b) the person appointed to fill the casual vacancy fulfils the Board Eligibility Criteria and Board Composition Requirements;
  - (c) the appointment shall be for the balance of the term of appointment of the person who vacated the position on the Board of Governors that gave rise to the casual vacancy; and
  - (d) the appointment shall be subject to approval by Assembly.

## **REMOVAL OR RETIREMENT OF GOVERNORS**

17. Whether by its own initiative or on request of the Board of Governors supported by a Special Resolution of the Board of Governors, Assembly may by a resolution of not less than 75% of its members present and voting and entitled to vote from time to time remove any or all of the Governors from the Board of Governors provided that all such persons to be removed are given by the Assembly:
- (a) at least 14 days notice in writing of the proposal to remove them from the Board of Governors;
  - (b) written reasons for the proposal to remove them; and
  - (c) a reasonable opportunity to make written and oral submissions to Assembly in response.
18. The Assembly shall inform, and invite comments from, the Board of Governors as a whole in advance of any proposal to remove any or all of the Governors.
19. The office of Governor shall otherwise become vacant:
- (a) if, without leave first obtained from the Board in that behalf, a Governor has been absent from all meetings of the Board held during a period of six consecutive months; or
  - (b) upon resignation or death of a Governor; or upon a Governor becoming incapable under Rule 15 of continuing to act as such.

## **CONDUCT OF MEETINGS**

20. The Chairman or in his absence, the Vice-Chairman shall preside at the meetings of the Board, but if no such Chairman or Vice-Chairman is elected or if at any meeting neither the Chairman nor the Vice-Chairman is present at the time appointed for holding the same, the Governors present shall choose someone of their number to be Chairman of the meeting.
21. The voting at all meetings of the Board shall be taken inclusively of the Chairman or person presiding, but when there is an equality of votes, the person presiding shall have a casting vote as well as a deliberative vote.
22. The Board may meet together for the dispatch of business, adjourn and otherwise regulate their proceedings as they think fit. The votes and proceedings of a majority at a meeting at which a quorum is present shall be taken and accepted as the votes and proceedings of the Board.
23. A quorum for a meeting of the Board of Governors is the number equal to a simple majority of the total number of Governors then in office.

24. A Board of Governors' meeting may be called or held using any technology consented to by all the Governors on the proviso that all Governors are heard and understood throughout the meeting. The consent may be a standing one. A Governor may only withdraw his or her consent within a reasonable period before the meeting. The Governors may otherwise regulate their meetings as they think fit.

### **REPORTS TO ASSEMBLY**

25. The Board of Governors shall present a quarterly report of its activities to the Assembly. Such report shall be accompanied by a financial update.
26. The Board of Governors shall present an annual report of its activities to Assembly. Such report shall be accompanied by the annual audited financial statements of the Hospital.

### **EXECUTION OF DOCUMENTS**

27. The execution of documents by the Hospital shall be in accordance with the express delegations and authorities of the Board to the extent permissible by law.

### **DELEGATION OF POWERS TO COMMITTEES**

28. The Board may delegate any of its powers to committees consisting of such Governors and such other persons as they think fit.
29. In the exercise of any powers delegated to it, a committee formed by the Board:
- (a) must conform to the directions of the Board; and
  - (b) otherwise shall conduct its meetings and proceedings in accordance with the provisions of this Constitution, as far as practicable, as if they were meetings and proceedings of the Board.

### **NOMINATIONS POLICY**

30. The Nominations Policy as at the date of adoption of this Constitution is set out in Schedule 'B' to this Constitution and sets out the Board Eligibility Criteria and Board Composition Requirements;
31. The Nominations Policy may be amended, modified, supplemented or replaced from time to time by:
- (a) a Special Resolution of the Board of Governors; and
  - (b) a resolution of Assembly passed by a simple majority of its members present and voting thereon and entitled to vote.
32. A nominations committee, which shall include a person appointed by the Assembly, shall be established and shall provide advice and make recommendations to the Board of Governors and Assembly with respect to nominations for appointment to the Board of Governors in accordance with the Nominations Policy.

### **BY-LAWS AND RULES**

33. The Board of Governors shall have power from time to time to make, repeal or alter all such by-laws and Rules as the Board of Governors shall deem expedient for carrying into effect the several provisions of this Constitution and the objects of the Board of Governors and particularly for meetings of the Board of Governors and its Committees and the ordering of all things in and connected with the Hospital.

### **ALTERATION OF THE CONSTITUTION**

#### **Alteration**

34. This Constitution may be altered in any respect by:
- (a) a Special Resolution of the Board of Governors; and

- (b) a resolution of Assembly passed by at least 60% of its members present and voting thereon and entitled to vote.

### **Letters Patent**

35. The persons occupying the offices of Chairman, Vice-Chairman and Treasurer, who together constitute the body politic and corporate under the Letters Patent must not seek revocation of the Letters Patent except in accordance with:
- (a) a Special Resolution of the Board of Governors; and
  - (b) a resolution of Assembly passed by at least 75% of its members present and voting thereon and entitled to vote.

### **INCOME AND PROPERTY**

36. All of the income and property of the Hospital shall be used and applied solely in promotion of the Objects and the exercise of the powers of the Board of Governors and no portion thereof shall be distributed directly or indirectly to any person other than in accordance with Rule 37.
37. Nothing in Rule 36 prevents the payment in good faith of interest to any person in respect of:
- (a) moneys advanced by the person to the Hospital or otherwise owing by the Hospital to the person;
  - (b) the supply in good faith of property, goods or services to the Hospital by the person; or
  - (c) reasonable out-of-pocket expenses actually incurred by the person in relation to their role as an employee or a Governor, provided that, in the case of Governors, the incurring of the expense has been agreed in advance by the Board of Governors.

### **INDEMNITY**

#### **Costs and expenses**

38. Every Governor and past Governor is and will continue to be indemnified by the Hospital to the extent permissible by law, for and against all costs, claims and expenses suffered or incurred by that person in their capacity as a Governor whether:
- (a) in defending any proceedings, whether civil or criminal, in which judgment is given in favour of that person or in which that person is acquitted; or
  - (b) in connection with any application in relation to those proceedings in which the Court grants relief to that person.

#### **Liabilities to third parties**

39. Every Governor and past Governor is and will continue to be indemnified by the Hospital to the extent permitted by law, for and against all liability incurred by that person in their capacity as a Governor to any person other than the Hospital or a related body corporate, except that they shall not be indemnified in respect of any liability which arises from conduct that involves a lack of good faith.

#### **Insurance premiums**

40. The Hospital may pay the premium on a contract insuring a person who is or has been a Governor of the Hospital against:
- (a) a liability for costs and expenses incurred by the person in defending proceedings arising out of the person's conduct as an officer, whether civil or

criminal and whatever their outcome; and

- (b) other liability incurred by the person as an officer of the Hospital except a liability which arises from conduct that involves a wilful breach of duty in relation to the Hospital.

## **SURPLUS ASSETS ON WINDING UP OR DISSOLUTION**

### **Surplus**

41. Subject to clause 42, Upon the winding up or dissolution of the Hospital, any remaining property after satisfaction of all debts and liabilities, will not be paid to or distributed among the persons constituting the Hospital as a body corporate (see Rule 1) (the **Corporators**) nor among the members of the Board of Governors, but will be given or transferred to some other charitable institution or organisation which:

- (a) has objects similar to the Objects; and
- (b) whose constituent documents prohibit the distribution of its income and property among its members on terms substantially to the effect of this Rule

as determined by the Corporators at or before the time of winding up or dissolution of the Hospital and, in default of any determination, by the Supreme Court of Queensland.

### **Deductible gifts**

42. Notwithstanding clause 41, if the Hospital is wound up or its endorsement as a deductible gift recipient is revoked (whichever occurs first), any surplus of the following assets shall be transferred to another charitable organisation to which income tax deductible gifts can be made:

- (a) gifts of money or property for the principal purpose of the organisation;
- (b) contributions made in relation to an eligible fundraising event held for the principal purpose of the organisation;
- (c) money received by the organisation because of such gifts and contributions.

## **INTERPRETATION**

### **References to law and the Constitution**

43. A reference to:

- (a) any legislation includes any regulation or instrument made under it and where amended, re-enacted or replaced means that amended, re-enacted or replacement legislation; or
- (b) this Constitution, where amended, means this Constitution as so amended.

### **Presumptions of interpretation**

44. Unless the context otherwise requires a word which denotes:

- (a) the singular denotes the plural and vice versa;
- (b) any gender denotes the other genders; and
- (c) a person denotes an individual and a body corporate.

45. Where a word or phrase is given a defined meaning any other part of speech or other grammatical form in respect of that word or phrase has a corresponding meaning.

46. Headings and any table of contents must be ignored in the interpretation of this Constitution.

47. Unless the context otherwise requires a reference to a time of day means that time of day in Queensland.
48. For the purposes of determining the length of a period (but not its commencement) a reference to:
- (a) a day means a period of time commencing at midnight and ending 24 hours later; and
  - (b) a month means a calendar month which is a period commencing at the beginning of a day of one of the 12 months of the year and ending immediately before the beginning of the corresponding day of the next month or, if there is no such corresponding day, ending at the expiration of that next month.
49. Where a period of time is specified and is to be calculated before or after a given day, act or event it must be calculated without counting that day or the day of that act or event.
50. A provision of this Constitution which has the effect of requiring anything to be done on or by a date which is not a business day must be interpreted as if it required it to be done on or by the next business day.
51. A reference to a business day means a day during which banks are open for general banking business in Queensland.

## **DEFINITIONS**

52. In this Constitution, except where the context requires otherwise:
- (a) **AHPRA** means the Australian Health Practitioners Regulation Agency which manages the register of Medical Practitioners registered by the Medical Board of Australia, and includes any successor bodies or associations carrying out similar functions;
  - (b) **Assembly** means the General Assembly of the Presbyterian Church of Queensland and includes, where the context permits, the Commission of Assembly as defined in this Constitution;
  - (c) **Board Composition Requirements** means, in addition to the provisions of Rule 8 of this Constitution, the criteria from time to time forming part of the Nominations Policy in relation to the preferred composition of skills and other competencies of the Board;
  - (d) **Board of Governors** means the governing body of the Hospital appointed in accordance with this Constitution;
  - (e) **Board Eligibility Criteria** means, in addition to the provisions of Rule 15 of this Constitution, the eligibility criteria from time to time forming part of the Nominations Policy for the appointment of persons to the Board of Governors;
  - (f) **Church** means the Presbyterian Church of Queensland;
  - (g) **Commission of Assembly** means the body appointed by Assembly to represent it when it is not meeting and which body has been delegated authority to act for Assembly and to make decisions as if it were Assembly;
  - (h) **Governor** means a person appointed to the Board of Governors pursuant to this Constitution;
  - (i) **Hospital** means the body corporate known as St Andrew's Toowoomba Hospital which was created under the Hospital Letters Patent;
  - (j) **Hospital Letters Patent** means the Letters Patent executed by the then Governor of Queensland on 30 March 1978 pursuant to the authority of the Religious Educational and Charitable Institutions Act and by which the Hospital was created as a body corporate;

- (k) **Nominations Policy** means the document or documents contemplated by Rule 30 approved by the Board of Governors and Assembly from time to time which sets the policy for selection, nomination and appointment of all persons to the Board of Governors and includes the Board Eligibility Criteria and Board Composition Requirements;
- (l) **Objects** means the Objects of the Hospital set out in Rule 2;
- (m) **Presbytery or Presbytery of the bounds** means the Darling Downs Presbytery of the Church in Queensland or its successor presbytery in the event of an alteration to the number or boundaries of the presbyteries of the Church affecting the boundaries of the Darling Downs Presbytery;
- (n) **Special Resolution of the Board of Governors** means a resolution of the Board of Governors passed by a majority of not less than 75% of the Governors present and voting thereon and entitled to vote, at a meeting of Governors convened on not less than 28 days' notice, such notice to include the terms of the proposed resolution.

**SCHEDULE 'A'****Progressive Retirement of Board of Governors (see Rule 11)**

	<b>June 2016</b>	<b>June 2017</b>	<b>June 2018</b>
1 x Chairman			John Rowe
3 x Ecclesiastical	Jan Saunders	Very Rev Dr Ken Gardner	Rev John Gilmour
3 x Medical	Dr Neil Parker	Dr David van Gend	Dr Stuart Paige
9 x General	Greg Skelton Nathan Bouchier Dr Tim Porter	Liz Farr Paul McMahon Jeanette Loxton	Ian Andersen Isaac Moody William Laird
<b>Total 16</b>			

## **SCHEDULE 'B'**

### **Nominations Policy (see Constitution - Rule 30)**

This document sets out:

- (a) the board composition requirements for the preferred composition of skills and other competencies on the Board, in addition to the provisions of Rule 8 of the Constitution;
- (b) the eligibility criteria for the appointment of persons to the Board of Governors in addition to the provisions of Rule 15 of the Constitution; and
- (c) the policy contemplated by Rule 30 of the Constitution for selection, nomination and appointment of all persons to the Board of Governors.

#### **1. Board Eligibility Criteria**

1.1 The individual eligibility criteria for each candidate for election or appointment as a Governor are as follows, namely that each person:

- (a) is not a full-time or permanent part-time employee of the Hospital (being St Andrew's Toowoomba Hospital);
- (b) has either never previously been elected or appointed as a Governor, or one of the following applies:
  - (i) in the case of an existing Governor other than a Governor described in paragraph (ii) below, has served less than three consecutive terms of office as a Governor since the date this Nominations Policy was first adopted; or
  - (ii) in the case of an existing Governor who was appointed as Chair during his or her third term of office, has served less than four consecutive terms of office as Governor since the date this Nominations Policy was first adopted; or
  - (iii) in the case of a person who has already served the maximum number of consecutive terms of office as relevant under paragraph 0 or 0: at least one year has elapsed since the person's last term of office;
- (c) is not ineligible by law to be appointed as a Governor;
- (d) has a sound understanding of the role and purpose of the Hospital;
- (e) has a sound understanding of the governance role, operation, legal duties and functions of boards;
- (f) has a sound ability to read and understand financial statements of the kind used within the Hospital for the purposes of board reporting;
- (g) has a breadth of interest and expertise relevant to the role and purpose of the Hospital;
- (h) has sufficient time and flexibility to contribute fully to the Board of Governor's role and purpose;
- (i) has completed a conflict of interest declaration in a form from time to time approved by the Board of Governors;
- (j) has affirmed in writing that the person does not have any conflict of interest which would hinder, or be reasonably likely to hinder, the person's ability to exercise independent judgment in decision-making as a Governor; and

- (k) has a sound understanding of the Presbyterian Church of Queensland's views on moral and ethical issues and the presentation of the Gospel in a hospital context.

1.2 For the purpose of determining eligibility under paragraph 0:

- (a) a Governor is deemed to have served one term of office as a Governor at the time the person first retires; and
- (b) a Governor appointed by the Board to fill a casual vacancy is deemed not to have served a term of office as a Governor before the person is first re-elected or re-appointed, if at all.

1.3 The Assembly may waive the eligibility criteria set out in paragraph 0.

## **2. Board Composition Requirements**

2.1 Under Rule 8 of the Constitution:

- (a) The Board of Governors consists of at least 9 and up to 16 persons.
- (b) The Assembly (being the General Assembly of the Presbyterian Church of Queensland) has authority to appoint at least 9 and up to 16 Governors, of which:
  - (i) at least one Governor must be a Minister of the Church (being the Presbyterian Church of Queensland);
  - (ii) at least one Governor must be a member of the Presbytery of the bounds or a representative of a Presbyterian women's group operating within the bounds of the Presbytery;
  - (iii) at least three Governors must be Medical Practitioners who are or have been registered as such with AHPRA within the last five years; and
  - (iv) at least three quarters must be members of a Christian Church.

2.2 The Board should comprise a balance of medical, commercial and management skills and, if possible:

- (a) a majority of Governors with a strong understanding of local and national health care issues;
- (b) a majority of Governors who reside or work in the region serviced by the Hospital and have linkages or engagement with the community in that region.

2.3 The Board must not comprise more than one third of Governors practising in any one profession.

## **3. Nominations Committee**

### **Composition**

3.1 Under Rule 32 of the Constitution, the Nominations Committee must include a person appointed by the Assembly of the Presbyterian Church of Queensland.

3.2 The Nominations Committee shall comprise up to four members, being:

- (a) the Chair of the Board of Governors, or a Governor appointed by the Chair of the Board of Governors;
- (b) a person appointed by the Assembly of the Presbyterian Church of Queensland; and

- (c) one or two persons, appointed by the Board of Governors, who each:
  - (i) has at least five years cumulative experience as a member of one or more boards of like-sized organisations; and
  - (ii) is not a Governor or permanent employee of the Hospital.

3.3 A candidate for appointment or election as a Governor is not eligible to be a member of the Nominations Committee during the period his or her candidacy is being reviewed by the Nominations Committee.

3.4 The chairperson of the Nominations Committee must be the person appointed by the Assembly under paragraph 0 unless the Nominations Committee decides otherwise.

### **Role**

3.5 The Nominations Committee has the following responsibilities:

- (a) make recommendations to the Board on the composition of the Board of Governors;
- (b) make recommendations to the Board on selection criteria for appointment as a Governor;
- (c) make recommendations to the Board on the nominations processes and procedures for appointment as a Governor;
- (d) assess the eligibility of candidates for appointment as a Governor against this Nominations Policy and advise the Board of that assessment; and
- (e) such or other things as the Board refers or delegates to the Nominations Committee from time to time.

3.6 A report of the Nominations Committee to the Board of the matters referred to in paragraph 0 shall be reported by the Board to the Assembly.

3.7 Prior to the Board appointing a person to fill a casual vacancy as Governor, the Board must receive a report of the Nominations Committee to the Board of the matters referred to in paragraph 0 in relation to that person. Prior to the Assembly appointing a person as Governor, the Assembly must receive a report of the Nominations Committee to the Board of the matters referred to in paragraph 0 in relation to that person.

3.8 The Nominations Committee is not required to provide any reasons to the Board, the Assembly or a candidate in relation to the outcome of the assessment relating to the candidate's eligibility.