

Nomination and Remuneration Committee Charter

Establishment:

The Directors of the Australian Association of Gerontology (AAG) have resolved to establish a Nomination and Remuneration Committee (N&RC). The N&RC's role, specific committee duties and methods of operation are set out in this Charter below.

The overall role of the N&RC is to assist the Directors of the AAG to discharge their obligations in relation to:

1. ensuring that the members are individually and collectively able to undertake their responsibilities as Directors
2. assisting with succession planning
3. setting the CEO's remuneration and incentives, and
4. oversight of the remuneration paid to the employees.

Specific Committee duties:

The N&RC is to make recommendations to the AAG Directors on the following matters:

1. A position description including essential and desirable professional and behavioural attributes for both elected and non elected Directors
2. The process by which candidates are identified and assessed for appointment as AAG non elected Directors
3. Board succession planning
4. A recruitment, performance management and retention strategy for the CEO
5. The level and structure of the CEO's remuneration and incentives.
6. Oversight of remuneration, incentives and leave balances of AAG employees.

The N&RC has no specific standing delegations of decision-making authority from the Board under this Charter. The Board may delegate specific ad hoc decision-making authority on an as needs basis.

Committee membership and Chair:

The N&RC will comprise the AAG President, Treasurer, and at least one other Board Director. The Chair of the N&RC will be appointed by the Board. Proxy Board members can attend where N&RC members are not available. All Board/Trustees can attend as observers.

The CEO will be invited to attend meetings, as ex officio with no voting rights, except where discussion concerns CEO performance/salary.

Quorum:

A quorum of the N&RC is half or more of the membership.

Meetings:

The N&RC will meet at least two times per year. The CEO will co-ordinate with the Chair to organise meetings and ensure minutes are kept.

Minutes and reporting:

The draft minutes of each N&RC meeting are to be provided to the Board prior to their next meeting. At Board meetings, the N&RC Chair will review the key points of the N&RC meeting and address any issues raised by the Directors at the meeting.

Review:

This Charter will be reviewed by the Board annually including committee membership.

Area	Effective Date	Last Review Date	Version	Responsibility	Next Review Date
Board	March 2016	Feb 2022	1.5	Board	Feb 2023