



# AAG

Australian  
Association of  
Gerontology

## Nomination and Remuneration Committee Charter

### Establishment:

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

### Committee role:

The overall role of the N&RC is to assist the AAG Board to discharge its obligations to ensure that the AAG Board consists of members who are individually and collectively able to undertake their responsibilities as Directors of the Company, and to assist the Board with succession planning and setting the CEO's remuneration. AICD words for remuneration committee: The N&RC assists the board in the oversight of the remuneration and incentives paid to the CEO and employees

### Specific Committee duties:

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

1. A position description including essential and desirable attributes for both elected and co-opted Directors, including specific professional and behavioural attributes
2. The process by which candidates for appointment as AAG co-opted Directors to the Board are identified and assessed
3. The process by which the performance of the AAG Board, Committees of the Board, and individual Directors is assessed
4. Induction and continuing professional development for Directors
5. Board succession planning
6. The development of a recruitment strategy for the CEO
7. The level and structure of the CEO's remuneration
8. Oversight of remuneration for 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 of the AAG President and two other AAG Directors. The Chair of the N&RC will be appointed by the Board. Proxy Board members can attend where N&RC members are not available.

### 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 with the AAG Board and address any issues raised by the Directors at the Board 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	November 2018	1 2	Board	Nov 2019