

Nomination and Remuneration Committee Charter

Establishment:

The Board of the Australian Association of Gerontology (AAG) and the Trustees of the AAG Research Trust have resolved to establish a Nomination and Remuneration Committee (N&RC). The N&RC’s role, specific duties, delegations of Board and Trustee 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 Board of the AAG and the Trustees of the AAG Research Trust to discharge its obligations to ensure that the members who are individually and collectively able to undertake their responsibilities as Directors of the Company and Trustees, and to assist the Board with succession planning and setting the CEO’s remuneration and incentives and oversight of the remuneration paid to the 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 and Trustees of the AAG Research Trust are identified and assessed
3. The process by which the performance of the AAG Board, AAG Research Trust, Committees of the Board and Trust, and individual Directors and Trustees are assessed
4. Induction and continuing professional development for Directors and Trustees
5. Board and Trustee succession planning
6. The development by the Board of a recruitment, performance management and retention strategy for the CEO
7. The level and structure of the CEO’s remuneration and incentives.
8. Oversight of remuneration and incentives for AAG and Research Trust employees.

The N&RC has no specific standing delegations of decision-making authority from the Board or Trustees 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, AAG Research Trust Chair and at least one other Board Director/Trustees. The Chair of the N&RC will be appointed by the Board/Trustees. Proxy Board/Trustee members can attend where N&RC members are not available. All Board/Trustees can attend as observers.

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/Trustees prior to their next meeting. At Board/Trustee meetings, the N&RC Chair will review the key points of the N&RC meeting with the AAG Board/Trustees and address any issues raised by the Directors/Trustees at the meeting.

Review:

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

Area	Effective Date	Last Review Date	Version	Responsibility	Next Review Date
Board	March 2016	February 2020	1 3	Board	Feb 2021