Nominations Committee Charter

1. Purpose

The purpose of the Nominations Committee (the **Committee**) established by the Board in accordance with Clause 27 of the BA Limited Constitution is to assist the Board and Basketball Australia's (BA's) Constituent Association Members (CAMs) to:

- ensure strong governance frameworks and accountability mechanisms at BA providing an environment where the Board can conduct effective and responsible decision-making and oversight; and
- identify candidates to fill Director vacancies (including casual vacancies) and assess all nominees for Director vacancies including the power, in accordance with the Constitution, to determine that a nomination is unsuitable for consideration by the Company, the Directors or the Members.

This Charter serves as the official document outlining the roles, responsibilities, composition and operational procedures of the Committee. It is subject to, and will be interpreted in accordance with, the Company's constitution and all applicable laws and regulations.

2. Membership

Membership of the Committee is set out in the Constitution and comprises:

- Two independent members appointed by the Board, one of whom will chair the Committee.
- A Director chosen by the Board.
- Two representatives nominated by the CAMs

Each independent member of the Nominations Committee will be an individual with no association or connection to organised Basketball in Australia and no active role in basketball or in businesses that benefit financially from basketball for at least two years prior to becoming a Nominations Committee member.

CAM representatives should also be free from any third-party conflict. For example, they can be a member of a CAM but should not be involved in a business that benefits financially from basketball.

The selection of the two CAM nominated members should be agreed at a meeting of the CAM Chairs and ratified by the BA Board.

Membership of the Committee should align with the requirements of the National Gender Equity in Sports Governance Policy.

Each member should be capable of making a valuable contribution to the Committee with adequately strong levels of governance experience and qualifications.

Conflicts of Interests must be managed in accordance with Clause 8 of this Charter.

The Committee may invite to meetings key staff, independent experts, and members of the Company's management team where agenda items may be relevant to an invitees' responsibilities or where it is determined the invitee may contribute to the Committee achieving its objectives. Invitees may take part in the business of and discussions at the meeting but have no voting rights.

3. Term of Office

The term of office for members of the Nominations Committee will be a period of three years and may be extended for a maximum of an additional two three-year terms.

The Board and the CAMs should consider the best approach to stagger appointments to ensure Committee continuity and consistent rotation of members over time.

4. Meetings

The Nominations Committee shall meet on such occasions as the Chair considers is required to properly perform its functions. The Committee Chair may call a meeting at any time but must give adequate notice to the Committee members. A meeting may be conducted either in person or virtually.

The meeting agenda will be prepared by the Chair, in consultation with the members.

A meeting quorum will be three members of the Committee and must include the Chair.

All information obtained by the Nominations Committee and all deliberations and records of deliberations are confidential and must not be disclosed to any person who is not a member of the Nominations Committee.

Decisions will be made by consensus (i.e., members are satisfied with the decision even though it may not be their first choice). If not possible, a vote of members will be taken with the Chair having a deciding vote. This does not apply for decisions regarding the suitability of a candidate for further consideration. As per the Constitution, this decision must be unanimous. A decision made by the Nominations Committee is final and not subject to challenge.

The Chair shall ensure accurate records of all meetings and decisions are maintained and that reports for the BA Board and CAMS accurately reflect any decisions and resolutions of the Committee. As the Nominations Committee is a formal governance committee of the Board, the minutes of meetings and other documents should be kept by BA as any other company records.

5. Role and Responsibilities

The Board has authorised the Committee, within the scope of their duties and responsibilities set out in this Charter.

Skills and Attributes Matrix

- Develop a board skills and attributes matrix setting out the mix of skills, expertise, experience, diversity and personal attributes that the Board should look to achieve in its membership.
- Identify the particular skills, attributes and experiences required by the Board when vacancies arise.

Elected Directors

- Manage the process to identify, nominate and select candidates by recommending preferred nominees for election to the Board.
- Determine if the election or appointment of a candidate as a Director will enhance the balance and diversity of skills among Directors and if the candidate is free from any interest and any relationship which would or could be perceived to interfere with the person's ability to act in the best interests of the Company.
- Receive and review all nominations for all elected Board Director positions, organise communication with all nominees for Board Director positions, set up and conduct interviews as appropriate.

- Assess nominees against the skill priorities and requirements (including culture and values alignment) and undertake reference checking as required.
- Finalise its recommendations which includes:
  - a list of suitable candidates ranked in order, with the most suitable candidate ranked number one; and
  - the list of remaining candidates which includes those which:
    - (i) are determined unsuitable; and
    - (ii) are disqualified or ineligible from holding office under the Constitution or Corporations Act.
- Report to the Board including:
  - the list of suitable candidates (ranked);;
  - the curriculum vitae and application form of each of the suitable candidates;
  - a list of unsuitable candidates, providing summary information about why they were considered unsuitable; and
  - a list of disqualified and ineligible candidates and the reason for disqualification.

Appointed Directors

- Consider if the appointment of a candidate as a Director will enhance the balance and diversity of skills among Directors.
- Determine if the candidate is free from any interest and any relationship which would or could be perceived to interfere with the person's ability to act in the best interests of the Company.

Other

- Report to the Board regarding recommendations on any specific decisions or actions the Board should consider including changes to this Charter.
- Perform other such functions as the Board may from time to time assign to the Committee.

6. Board Reporting and Review

The Chair of the Committee will report to the Board as required under this Charter and in adequate time to send the report to the CAMs 21 days prior to the AGM.

The Committee's Charter shall be reviewed at least every four years by the Board in consultation with the Chair of the Committee and the CAMs and updated as required.

The Committee's performance will be reviewed periodically as determined by the Chair but no less than every two years.

7. Authority

In carrying out its duties the Committee has authority to discuss directly with management (via the CEO, Company Secretary or other member of the Executive Team) any issue within its remit and to request reports, explanations and information of any of the activities, policies or procedures of the Company.

The Committee is authorised by the Board to obtain outside legal or other professional advice at the organisation's cost if it considers this necessary.

Amendments to this charter can only be made with the approval of the Board in consultation with the Committee Chair and CAMs.

8. Conflict of Interest

Where an actual, potential, or perceived conflict of interest arises from a member(s) discharging Committee duties, declaration of the conflict must be made immediately to the Chair, reviewed at each Committee meeting and minuted.

This includes any:

- actual, perceived or potential conflict-of-interest with any nominees for board positions;
- direct or indirect professional or personal associations with any nominees for board positions; or
- any financial interest in a business that benefits from basketball.

The Chair shall call for the disclosure of any conflicts at the commencement of each meeting of the Committee. Where a conflict is disclosed, the Chair, in consultation with the remainder of the Committee members, shall determine the appropriate course of action to resolve or minimise the impact of the conflict.

If the Committee Chair has an actual, potential or perceived conflict, the declaration must be made to the Board Chair and another independent member will manage the matter for the Committee.

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