



## Terms of Reference

<b>For:</b>	Nominations Committee	<b>Last reviewed:</b>	February 2022
<b>Prepared by:</b>	CEO	<b>Authorised:</b>	Commission

### OVERVIEW

The purpose of this document is to provide new members on the committee information pertaining to their duties and responsibilities and assist with the transition into the group. Other supporting documentation will also be provided to assist in the fulfilment of the role

### BASKETBALL SA VISION

We will:

- Be the sport of choice
- Have a united culture
- Embrace a diverse community

### BASKETBALL SA MISSION

To raise the profile of basketball together through the development and promotion of the game.

### BASKETBALL SA GOALS

- United culture
- Strong clubs and associations
- Grow BSA family

### BASKETBALL SA VALUES

- Inspire- encourage, celebrate, excite
- Connected- inclusive, supportive, united
- Open- integrity, responsible, fair
- Progressive- proactive, innovative, challenging

### COMMITTEE PURPOSE

The Nominations Committee exists to ensure the BSA Commission has the skills, diversity and values required for the good governance of the organisation and contemporary leadership of the sport in South Australia.

### ROLE OF THE COMMITTEE

The Committee shall:

- Assess nominated candidates against the eligibility criteria as outlined in the Basketball SA Constitution;
- Identify ineligible candidates and provide a summary rationale for any such decision in the report for the BSA Council and Commission;
- Take into consideration the report submitted by the BSA Commission about the current identified needs/priorities for the Commission for the upcoming term and against the BSA Strategic Plan.
- Evaluate the range of skills, experience and diversity on the Commission to identify gaps against the Basketball SA Commission Skills Matrix (as set by the Commission from time to time);

- Conduct all necessary and appropriate inquiries into the background and qualifications of candidates to ensure risks are mitigated (including referee checks);
- Identify and rank potential ‘best fit’ candidates against the BSA Commission Skills Matrix and in consideration of the Commission’s diversity mix, and provide a report to the BSA Council and the BSA Commission
- Provide (as an attachment to the Nominations Committee Report) a full list of candidates and their completed nomination form
- Act diligently and in good faith and declare any conflicts that may occur in the process.

## **AUTHORITY AND INDEPENDENCE**

### **AUTHORITY**

The Committee has no executive power, unless delegated by the Commission.

## **MEMBERSHIP**

### **MEMBERS**

The Committee shall consist of the following:

- Three individuals, who shall meet the Qualification of an Independent Commissioner outlined in the Basketball SA Constitution (clause 18.2 (excluding (a)) and in no way have any conflicts of interest with the duties of the Committee.
- One of the members may be an Independent BSA Commissioner that is not up for election and has no conflict of interest.
- One member will act as Chair of the Committee.
- A fourth individual may be appointed for the purpose of succession planning. This individual will contribute to the process in a learning capacity but will not have a vote in how candidates are ranked.

Members of the Nominations Committee will serve for two years.

### **APPOINTMENT PROCESS**

The Commission will appoint Committee Members from an Expression of Interest process.

The Commission will ensure vacancies on the Nominations Committee are filled within 8 weeks prior to a proposed AGM.

### **CHAIR**

A Chair and Deputy Chair for the Committee shall be selected from within the group at the first meeting after elections. The Chair will serve for one year and ideally will have relevant experience to perform the role.

## **MEETINGS**

### **FREQUENCY**

The Committee shall meet at least once a year and more if deemed necessary by the BSA Commission or Committee Chair.

### **MEETING DAY AND TIME**

The regular meeting shall normally be held at least 5 weeks prior to the AGM. The time and place to be set on the agenda.

The Committee may elect to conduct meetings using any form of technology that allows each member the opportunity to effectively participate.

### **ATTENDANCE**

The CEO shall attend meetings of the Nominations Committee in an ex-officio capacity. The CEO will play no active part in the Role of the Committee but be available to clarify the information supplied to the Committee.

## **QUORUM**

A quorum consists of three committee members.

## **AGENDA**

A meeting of the Nominations Committee to assess Commissioner candidates will not require an Agenda.

Other business can be raised at a meeting, but it will be at the discretion of the Chair whether it shall be discussed or passed over to the next meeting.

Other business may be considered out of session by electronic or other means and should be minuted and provided to the next available formal meeting. Communication of these items should be directed through the Chair to disseminate to Committee members.

## **SUPPORTING DOCUMENTS**

Supporting documents are to be prepared for the meetings and distributed to the Committee members via email no less than 1 week prior to each scheduled meeting.

## **MINUTES**

Minutes are to be taken by a member of the Committee at every meeting of the Committee by a Committee member appointed by the Chair.

Minutes will take the form of a Report from the Nominations Committee. The Report will detail the process taken by the Committee, any conflicts of interest declared, and the recommendations of the Committee. The report shall be distributed to the Committee members within one week of the date of the meeting and a copy forwarded to the CEO for distribution to member groups and the Commission.

## **APPOINTMENT OF SUB-COMMITTEE/S OR WORKING GROUPS**

The Committee shall only have the rights vested to it by the Commission and may not assign or delegate any task or responsibility within these Terms of Reference.

## **CONFIDENTIALITY**

The members of the Committee in accepting their role agree to abide by the terms and conditions of the Basketball SA Confidentiality policy, which is attached as an addendum to this document.

## **CULTURE AND CODE OF CONDUCT**

Our goal of being member focused can only be maintained and enhanced with your assistance and, in joining the Nominations Committee, you share our commitment to providing the best service to our members. For this to be achieved, your ideas, suggestions and initiatives are encouraged as we strive to improve the way we do things.

The members of the working group in accepting their role agree to Basketball SA's culture, values and conduct which involves acting with integrity and professionalism, in our dealings with each other and our stakeholders. We are committed to ongoing professional development and to fostering an environment where everyone's contributions are valued. Our work ethics centre on taking responsibility for decisions, pride in our work, sharing knowledge, and expertise with others, and a willingness to contribute to the resolution of issues in a collaborative manner.



## CONFIDENTIALITY POLICY

<b>Policy Number:</b>	001	<b>Version:</b>	1
<b>Drafted By:</b>	P Sinnott	<b>Commission Approved:</b>	
<b>Authorised by:</b>	CEO	<b>Review Date:</b>	May 2020

### 1. Policy Statement

The Basketball SA Commission is committed to high standards of ethical conduct and accordingly places great importance on confidentiality within the Commission and subsequent Subcommittees.

This policy has been developed to provide a framework for all Commission & Subcommittee Members to ensure the protection of information that is confidential, personal or relates to employment, commercial or legal matters. By accepting a position on any Basketball SA Inc. Subcommittee or Commission position, the content of this policy is applicable.

### 2. Policy

Commission & Subcommittee Members must keep confidential, all information pertaining to matters dealt with by the Board/Commissioners. This includes Commissioners meeting minutes and agendas, Subcommittee meeting minutes and agendas, reports to the Commissioners and associated documents, and information contained in those documents.

The obligation to maintain confidentiality continues to apply even after a person has left the Commission and/ or Subcommittee.

Maintaining confidentiality as a general rule will also help ensure observance by Subcommittee members/Commissioners of the following legal duty:

*A person who obtains information because they are, or have been, a member of the Commission and/or Subcommittee must not improperly use the information to:*

- *gain an advantage for themselves or someone else; or*
- *cause detriment to the organisation.*

If a request is made for access to one or more Commissioners Papers, other than by the members of the relevant Subcommittee/ Commissioners may on a case-by-case basis resolve to provide access to the document/s. In considering this request, the Commissioners will have regard to:

- the importance of maintaining confidentiality to facilitate effective Commissioners and/ or Subcommittee meetings;
- the importance of complying with the law – including privacy law - and recognizing that the law sometimes creates duties to disclose or protect information;
- whether the person requesting the document is a member, and the important role of members in holding the Subcommittee member/Commissioners accountable; and
- the need to be consistent in the way that documents are treated, and the consequence of establishing any precedents or expectations.

Nothing in this policy is intended to prevent the Commissioners from seeking confidential legal, accounting, financial or other expert advice from independent professionals to assist the Commissioners in carrying out its functions.

Any person (such as CEO or guest) who is not a member of the Subcommittee and/ or Commissioner but is present at a Commission meeting (or part of a meeting) must maintain in confidence all information obtained as a result of their participation in the meeting.

**Subcommittee/Commission Papers** means all written or electronic communications to Subcommittee member's/Commissioners including without limitation Subcommittee/Commissioners papers, submissions, minutes, letters, emails, memoranda, Commissioners committee and sub-committee papers and copies of other documents referred to in any of the above mentioned documents made available to the Board member/Commissioners as a Board member/Commissioners during his or her time in office.