Nominations Committee

1. Purpose

The purpose of this Terms of Reference is to document the objectives, responsibilities, composition and administration of the Nominations Committee (**"Committee"**) of Industry Skills Australia Limited **("ISA"**).

2. Objectives

The Committee's primary objective is to support the Board in fulfilling its responsibilities under clause 9.3 of the Constitution, including overseeing the election or appointment of Board members.

Additionally, the Committee addresses matters concerning the Board's structure and composition, the performance of the Board and its Committees, and the ongoing professional development of individual Directors and the Board as a whole.

3. Responsibilities

The main duties and responsibilities of the Committee are to review, advise and make recommendations to the Board on:

a) Board composition, size and time commitments expected of Directors.

b) A skills/competencies matrix for the Board that contains both an assessment of the skills and competencies required on the Board and the skill and competencies of current Directors.

c) Strategies on Board equity, diversity and inclusion.

d) Identification and recommendation of suitable candidates for election and/or appointment to the Board.

e) Board succession plans to maintain the required mix of skills, diversity and experience.

f) Developing and implementing procedures for the Board's periodic evaluation of its performance and to inform any ongoing professional development opportunities.

4. Composition and Meetings

4.1 Membership and Attendance at Meetings

a) The Committee will consist of up to three (3) current Directors, comprising at least one (1) Independent Directors of the Board.

b) The Independent Director will be the Chair of the Committee and appointed by the Board.

c) A quorum of the Committee is any two (2) Members of the Committee, one of whom must be an Independent Director.

d) If the Committee Chair is unable to attend a meeting, the Committee Chair will appoint and alternate Chair or who will act as Chair for the purposes of that Committee meeting.

e) The CEO will be issued a standing invitation to attend each Committee meeting in a non-voting capacity. The CEO may be asked to leave the meeting on request. Other Members of management and advisors can also be invited to attend meetings at the discretion of the Committee Chair.

f) The secretary of the Committee is the Company Secretary, or another person nominated by the Board.

4.2 Member terms

a) The period of appointment for the Chair and members shall be up to two years with an option to serve up to two additional terms to a maximum of six years.

4.3 Meetings

a) The Committee will meet as frequently as necessary to undertake its role effectively but no less than two (2) times per year. Additional meetings may be convened at the discretion of the Committee Chair, or at the request of the Board, or any Committee Member.

b) Meetings may be held in person, by telephone, or by video conference, or by any combination of these media.

c) Members will receive relevant Committee papers at a reasonable time before each meeting, with an aim of receiving Committee papers at least one week prior to the relevant meeting.

d) Committee Members must disclose all matters that could, or do, give rise to a conflict of interest in relation to a matter or decision being considered by the Committee.

e) The Company Secretary, or other person nominated by the Committee Chair, takes minutes of the proceedings of all meetings of the Committee. The minutes are provided to the Committee Chair for review within three (3) days of the meeting and once approved by the Committee Chair, circulated to the Committee Members for information.

f) The Committee may pass a resolution without a meeting of the Committee if all Members entitled to vote on the resolution assent to a document containing a statement that they are in favour of the resolution set out in the document. Separate copies of a document may be used for this purpose and/or an electronic signature or assent may be used, if the wording of the resolution and the statement is identical in each case.

5. Authority

a) The Board has absolute authority over the Committee’s findings and recommendations.

b) The Board delegates authority to the Committee, within the scope of its responsibilities, to obtain any information it requires from any employee or external party, including management and internal and external auditors (with or without management present) and/or facilitate the attendance at Committee meetings of external parties with relevant expertise.

6. Reporting

a) The Committee Chair reports to the Board after each meeting. The report must cover the findings and recommendations of the Committee.

b) The papers and minutes of all Committee meetings are to be made available to the Board through the Board portal.

7. Review of Terms of Reference

The Terms of Reference will be revised every two (2) years. The Company Secretary shall be responsible for initiating and managing this process.

8. Related Documentation

- ISA's Constitution
- Board Charter
- Director Remuneration Policy
- Director Appointment Policy

Responsible Officer	Company Secretary	**Approving Body:**	Board
Policy Version:	V 1.0	**Review period:**	2 years
Effective Date:	6 March 2026	**Next review date:**	6 March 2028