

Charter - Nominations Committee

1. COMMITTEE PURPOSE

The primary purpose of The Nominations Committee (the Committee) is to support and advise the Youth Off The Streets Limited (YOTS) Board on Board matters including policies, performance, composition and succession planning. This includes identifying, evaluating and recommending candidates to the Board.

2. DUTIES AND SCOPE

- 2.1 The Committee will establish processes for the identification of suitable candidates for appointment to the YOTS Board to ensure an appropriate mix of expertise and experience and consider plans for succession. The Committee will retain a list of suitable nominations for succession planning.
- 2.2 The Committee will recommend to the YOTS Board nominees for membership of the YOTS Board.
- 2.3 The Committee will establish processes for the review of performance of the YOTS Board, both collectively and individually. The Board Chair will carry out an annual performance review of Board members.
- 2.4 The Committee will consider Board related policies including processes for the orientation and education of new Directors to the YOTS Board and policies to facilitate continuing education and development of Directors.

3. COMPOSITION AND CHAIR

- 3.1 Committee membership shall consist of at least three and not more than five Board Members. The CEO will be a member of the Committee. The Chair of the Board will be a member of the Committee.
- 3.2 The Chairman of the Committee shall be an independent Non Executive Director of the YOTS Board as appointed by the YOTS Board.
- 3.3 The Committee may invite Board Members to meetings to discuss particular nominations.
- 3.4 The Secretary of the Committee will be a Board Member.
- 3.5 Committee membership is to be reviewed every two years with recommendations for any changes to be recommended to the Board for approval.

4. COMMITTEE PROCEDURES

- 4.1 The Committee will meet no less than twice a year or more frequently if required, and will be convened and conducted on the same principles as those that apply to the YOTS Board.
- 4.2 Quorum – a meeting of the Committee shall be taken to be convened if at least two Members are present.

5. COMMITTEE REPORTING PROCEDURES

- 5.1 The Chairman of the Committee must report to the Board meeting following each committee meeting. The report should include:
 - (a) Any formal resolutions of the committee.

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- (b) Any recommendations to the Board requiring action and/or approval.
- 5.2 The Committee's minutes (including details of members present) must be submitted to the Board at its next meeting.

6. COMMITTEE PERFORMANCE REVIEW

The Committee should undertake an annual review of its own performance and report the results to the Board.

7. CHARTER REVIEW

The Board must approve the Charter and all amendments to the Charter. The Charter shall be formally reviewed on a periodic basis, but at least every two years.

DATE:

CHAIRMAN: