

WWF-Australia Nominating & Governance Committee Charter

Approved by the Board 20 February 2024

1. Foundation

1.1 Preamble

WWF-Australia is a member of the Global WWF network and as such is bound to the Network through a WWF NO Agreement, Licensing Agreement, Network Charter and by WWF-Australia's Constitution.

Effective corporate governance depends on the active and collaborative participation of the Board, the Board Committees, and Management. Strong and cohesive Board and Board Committees will assist WWF-Australia to develop an independent and objective assessment of its ability to impact our external community of stakeholders (including WWF International network & associations, WWF Governors, our Supporters, Sponsors, Program Participants and the Australian Community) in a constructive and positive way on issues of strategic importance to the organisation.

It is the role of the Nominating and Governance Committee to ensure that the most credible, diverse and committed individuals are in a position to influence the strategic outcomes of the organisation in the most appropriate way - the right people in the right place.

1.2 Purpose

The Nominating and Governance Committee (the "Committee") consisting of non-executive Board Directors, will support the Board's responsibilities relating to:

- admission or rejection of applicants to become Governors of the Organisation and the extension or otherwise of their terms of appointment;
- nomination of Governors for re-election as Directors of WWF-Australia;
- nomination of Directors for election or re-election as Deputy President of the Board;
- reviewing the performance of the Board of Directors and the Board President;
- reviewing, administering and ensuring compliance with the Organisation's governance guidelines;
- developing and reviewing policies to ensure the Organisation adopts best practice in governance.

2. Duties and Responsibilities

In supports the Board's responsibilities, the duties of the Committee shall be:

2.1 Admission of Governors

- Perform the duties of the Directors under rule 13 of WWF-Australia's Constitution relating to the admission or rejection of applicants to become Governors;
- Perform the duties of the Directors under rule 16 of WWF-Australia's Constitution relating to the extension or otherwise of Governors terms of appointment;
- Develop, maintain and implement the Governor renewal strategy the Organisation's Governor Recruitment & Renewal Strategy to ensure an appropriate mix of expertise and experience is present amongst the Organisation's Governors;
- Build the Governor body to ensure the strongest pool of candidates for membership of the Board and thus the strong future leadership and governance of the Organisation.

2.2 Board Refreshment

- In consultation with the President and Board, develop and implement a long term Board Refreshment Strategy;
- In consultation with the President, consider and make recommendations to the Board concerning the appropriate size and needs of the Board;
- Review with the Board, on an annual basis, the appropriate skills and characteristics required of Board members in the context of the current composition of the Board and in light of anticipated needs;
- In consultation with the President and Board, and consistent with criteria approved by the Board, identify, screen and nominate Governors for election and re-election to the Board or for appointment to fill any vacancy that is anticipated or has arisen on the Board;
- Oversee processes for the induction and orientation of new Directors.

2.3 Appointment of Deputy President

- In consultation with the President, Board and Chief Executive Officer, consider and nominate Directors as Deputy Presidents of the Board as required and in line with rule 38 of WWF-Australia's Constitution.

2.4 Performance Reviews

- Establish processes for the review of performance of the Board, both collectively and individually;
- Assess the Board's performance on an annual basis and submit a report to the full Board at the end of each review;
- Conduct an annual evaluation of the President and communicate the results of the evaluation to the President.

2.5 Compliance with Governance Guidelines

- Advise the Board with respect to compliance with the Organisation's Constitution, WWF International Green Book ("The Role and Structure of WWF Boards and Committees"), the WWF-Australia Board Charter and applicable laws and regulations;
- Make recommendations to the Board regarding any corrective action to be taken as the Committee may deem appropriate;
- Review and reassess the adequacy of the Board Charter and other guiding documents on an annual basis and recommend any proposed changes to the Board for approval.

2.6 Board & Governance Policies

- Assist the Board to adopt the most appropriate governance policies;
- Review best practice developments in corporate governance and identify and draw to the attention of the Board new standards and those it considers in the best interests of WWF-Australia to adopt;
- Consider questions of possible conflict of interest for Directors, review existing behaviour of Directors and recommend changes for adoption by the Board;
- Consider and recommend to the Board travel and expenditure policies for the Board;
- Consider and recommend to the Board policies to facilitate continuing education and development of Directors;
- Develop and recommend to the Board a set of good governance principles applicable to the Organisation.

2.7 Reporting

- The Committee Chair will ensure that the Board President and the Board are immediately informed of matters that may impact significantly on the Organisation's governance or reputation.
- The Committee Chair will report to the Board on the Committee meetings regarding all relevant matters and appropriate recommendations in a written report (with supporting material) for noting or approval by the Board;

2.8 Authority

The Board has authorised the Committee, within the scope of its duties and responsibilities set out in this charter to:

- perform the activities required to address its responsibilities as set out in clause 1.2 (Purpose), and make recommendations to the Board;
- select, engage and approve fees for any professional advisers that the Committee may require to carry out its duties;
- require the attendance of any Organisation Manager or staff member at meetings as appropriate; and
- have unrestricted access to Management, employees and information it considers relevant to its responsibilities under this Charter.

2.9 Other Responsibilities

Perform any other duty or undertaking that the Board may request from time to time.

3. Nominating Committee Operational Guidelines

3.1 Membership

The Committee appointed by the Board, consists only of independent non-executive Board Directors and shall be comprised of no less than three (3) and no more than five (5) Board Directors.

Of the Committee Members:

- at least one Member shall have "corporate governance expertise" as defined by the Board;
- at least one Member shall have legal or company secretary experience; and
- some Members who have an understanding of governance practice in the NGO and charity sector.

The Board President is an ex-officio member.

The Manager, Office of the CEO (or another position identified by the Chief Executive Officer) will act as secretary for the Committee and co-ordinate committee activities.

3.2 Chair

The Board appoints the Committee Chair.

The Committee Chair must be an independent non-executive Board Director.

Should the Committee Chair be absent from a meeting, the Committee Members present must appoint a Chair for that particular meeting, who should not be the Board President.

The Committee Chair is responsible for ensuring Committee Members are appropriately inducted and have full understanding of the purpose of the committee.

3.3 Meetings

The Committee must meet at least five (5) times per year, physically or via teleconference.

Any action required or permitted to be taken at any meeting of the Committee may take place without a meeting, if a majority of Members of the Committee provide a written consent, provided that such written consent is filed with the minutes of the proceedings of the Committee.

The Committee Chair is responsible for establishing the Committee meeting agenda, in conjunction with the Chief Executive Officer, after seeking any input from other Committee Members.

A notice of each meeting, with relevant supporting agenda papers, confirming the date, time and venue is to be forwarded to each Committee Member at least five (5) working days before each meeting, including a weekend. The

Committee agenda is to be circulated to all Board Directors at the same time, with the Committee papers available via the Internet.

The Committee Chair, the Board President, any Committee Member, the Chief Executive Officer, through the Committee Chair may call a meeting of the Committee. The Committee Chair may waive the five (5) working day period, if agreed by a majority of the Committee.

3.4 Meeting Attendance

Any person may be invited by the Committee Chair to attend meetings of the Committee, but not necessarily for the full duration of the meeting. A standing invitation shall be issued to:

- Chief Executive Officer; and
- Chief Operating Officer.

Other Board Directors have a standing invitation.

3.5 Quorum and Voting

A quorum must consist of three (3) Members of the Committee.

The Committee Chair shall not have a second or casting vote.

3.6 Minutes

The Committee Secretary or delegate must prepare the minutes of the Committee meeting within seven (7) working days. After the Committee Chair has given preliminary approval, the draft minutes are circulated to all Committee Members and the other Board Directors.

3.7 Reviews

To ensure that the Committee is fulfilling its stewardship duties to the Board and Members, the Committee will:

- Review at least annually the Committee Charter and recommend to the full Board for approval any appropriate amendments;
- Review the annual agenda incorporating any changes in the charter; and
- Conduct an annual assessment of its performance against its Charter duties and responsibilities and report to the Board through the minutes of the meeting.