



Director Nominations Committee Charter

Collingwood Football Club Limited ACN 006 211 196

Version 1.2 – updated 12th July 2024

1. Introduction

- 1.1 The Director Nominations Committee (**Committee**) is a committee of the board of directors (**Board**) of Collingwood Football Club Limited (**Club**) established under the Club's constitution (**Constitution**).
- 1.2 The Constitution provides that the Directors must establish the Committee as a non-executive committee of the Board having regard to the main purpose and supporting objects of the Club.
- 1.3 This document is the Director Nominations Committee Charter (**Charter**) adopted by the Board to govern the Committee, and includes the board skills matrix for independent directors (**Board Skills Matrix**) attached to this Charter as Appendix 1.
- 1.4 This Charter, the Board Skills Matrix and the membership of the Committee from time to time may be disclosed to members through the Club's website.

2. The Club and its purpose

- (a) The Club is a not-for-profit entity established and located in Australia for the main purpose of the encouragement of sport through the operation of a sporting club.
- (b) In furtherance of the main purpose set out above, the Club shall:
 - (i) operate a sporting club fielding Australian rules football and other sporting teams;
 - (ii) always strive for excellence and premiership success;
 - (iii) contribute to the growth and success of sporting codes in which the Club participates;
 - (iv) operate as a member based, community focused organisation, building relationships based on understanding, trust, fairness and respect;
 - (v) make a positive and meaningful contribution to the communities to which it belongs; and
 - (vi) live the values of and champion equity, respect, diversity, inclusion, anti-racism and cultural safety, taking action to address discrimination and racism when we see it.

3. Role and responsibilities of Committee

- (a) The Committee's role is to assist the Directors to ensure that the Club has a Board of an effective composition, size, diversity and commitment to discharge its duties and responsibilities and promote the Club's purposes and values.
- (b) The Committee shall assist the Directors by:
 - (i) reviewing on an ongoing basis the skills, qualifications, expertise, experience and other criteria for a Director against which candidates will be assessed;
 - (ii) establishing processes to identify suitable candidates for nomination as a Director, and ensure that such candidates meet all relevant eligibility requirements and are drawn from diverse backgrounds and communities;
 - (iii) developing succession plans designed to seek to maintain an appropriate mix of skills, qualifications, expertise, experience and diversity on the Board, and designed to seek to ensure that changes to the composition of the Board can be managed without undue disruption to the operations of the Board and the Club;
 - (iv) identifying, considering and meeting with candidates, including candidates to fill casual vacancies and candidates who express an interest in joining the Board;
 - (v) maintaining a list of suitable candidates to ensure that there is a pool of talent with diverse skills and experience to draw on as potential nominees;

- (vi) recommending candidates for nomination and appointment as a Director of the Collingwood Football Club; and
- (vii) recommending candidates for nomination and appointment as a Director of the Collingwood Football Club Foundation.
- (c) In addition to the above, if requested by the Board, the Committee will assist the Board to establish and implement processes for evaluating the performance of the Board.
- (d) In discharging their responsibilities, members of the Committee must act independently, professionally and in the best interests of the Club.
- (e) The Committee's role is not intended to restrict, dissuade or prevent any person eligible for nomination as a Director from nominating and standing for election as a Director.

4. Composition of Committee

- (a) Members of the Committee shall be appointed and replaced by the Board from time to time.
- (b) The Committee shall be comprised of up to 5 members, including:
 - (i) at least 2 current Directors; and
 - (ii) at least 2 members who are not current Directors but who have expertise and experience relevant to the roles and responsibilities of the Committee.
- (c) The President of the Club may be a member of the Committee.
- (d) The Committee shall elect its chairperson who shall chair meetings of the Committee.
- (e) There is no minimum or maximum term for members of the Committee, however the Board will ensure that the composition of the Committee represents a diversity of expertise and experience, is refreshed on a regular basis and is reviewed by the Board at least once per year.
- (f) Unless approved by the Board, a Director shall not be a member of the Committee in a year in which the Director is eligible for re-election to the Board, and shall automatically cease to be a member of the Committee if they resign or otherwise cease to be a Director.

5. Conduct of Committee

- (a) The Committee must meet on a regular basis and at least 4 times per year.
- (b) The quorum for a Committee meeting is 3 members, provided that:
 - (i) at least one of those members shall be a current Director; and
 - (ii) at least one of those members must not be a current Director.
- (c) Meetings may be held in person, by telephone, video or other technological means.
- (d) All members of the Committee are voting members and resolutions or motions arising at any meeting shall be decided by a majority of votes.
- (e) The Committee may invite anyone it considers appropriate to attend and/or observe Committee meetings, and may consult with Directors, members of the Club's executive and third parties as they think appropriate.
- (f) The secretary of the Committee must keep minutes of its meetings, which must be distributed to all Committee members after the Committee chairperson has approved them.

6. Assessment of candidates

- (a) The Committee will have regard to the following in identifying, considering, assessing and recommending candidates:

- (i) the Club's main purpose and ancillary purposes as set out in the Constitution and clause 2 of this Charter;
 - (ii) the Board Skills Matrix as amended from time to time;
 - (iii) the Club's values attached as Appendix 2 to this Charter, including the extent to which candidates have embraced such values in their behaviour and have a genuine commitment to such values and ensuring the Club acts in accordance with such values;
 - (iv) the creation of a board made up of a diverse group of people who, collectively, provide different perspectives and experience to facilitate more considered decision-making; and
 - (v) such other matters and requirements as the Board or the Committee consider appropriate to identify the best available candidates for nomination as a Director.
- (b) Assessment and all recommendations should be based on merit.

7. Reporting to the Board

- (a) The Committee must report to the Board after each meeting, and minutes of meetings of the Committee and any supporting documents must be circulated to the Board after each meeting of the Committee (and included in the papers for the next Board meeting).
- (b) On request of the Board, the Committee must disclose the process under which the Committee assesses and recommends candidates including:
 - (i) details as to the Board Skills Matrix used to identify any 'gaps' in the skills and experience of the current Directors;
 - (ii) the process by which a candidate was identified and assessed, including any professional intermediaries used to identify and/or access candidates; and
 - (iii) the steps taken to ensure that a diverse range of candidates were considered.

8. Review and changes to this Charter

- (a) The Board will review this Charter as often as it considers necessary.
- (b) The Board may amend or replace this Charter from time to time.

9. Approved and adopted

This Charter was approved and adopted by the Board on 20th February 2024.

Date 20 February 2024

Signed  _____

Mandatory skills that must be possessed by all directors



The following skills are considered essential for a director to perform their duties commensurate with the size and scale of the Collingwood Football Club:

	Skills	Definitions
1	Governance & Compliance	Experience in the application of corporate governance principles in the context of a commercial enterprise, not-for-profit enterprise or other regulated entity. Note: a preference for: • a director qualification equivalent to the Australian Institute of Company Directors (AICD) Company Director's Course (GAICD); or • a minimum of five (5) years' experience as a director of a commercial enterprise, not-for-profit enterprise or other regulated entity.
2	Finance & Risk	Experience in, or the ability to: • read and understand fundamental financial statements and essential quantitative information, including balance sheet, income & expenditure statements, and cash flow statements; • critically analyse the performance of investments; and • assess and balance risk and return.
3	Strategy & Business Management	Experience in an executive role or senior management role (or equivalent) for a minimum of five (5) years including setting and reviewing, or materially participating in setting and reviewing, the strategic direction of an entity or a large department.
4	Alignment to Mission	Experience in or demonstrated commitment to the Collingwood Football Club and experience in member-based sporting organisations.
5	Alignment to Club Values	Experience and commitment in leading values-based organisations: • a leader or champion in cultural change in accordance with the club values; • demonstrated understanding in how board decisions impact culture and lead change process; and • demonstrated leadership and personal values aligned with the club values.
6	Community Services	Experience in, or a thorough understanding of, community services.

A minimum of 4 of these skills must be possessed by each director



	Skills	Definitions
7	Elite Sport	Experience in, or a thorough understanding of elite sport. Note: a preference for: • at least one director should be a past-player of the Collingwood Football Club.
8	Members & Supporters	Experience in, or a thorough understanding of member-owned organisations and strategies that strengthen engagement, trust and connection and enhance long-term loyalty and sustainability.
9	Development Projects	Experience at a senior level in the development of property, and/or the management of entertainment venues.
10	Marketing, Media & Communications	Experience in, or a thorough understanding of: • the expectations of the community (members, supporters, commercial partners and sponsors) in relation to media, and being able to present to media and the members; and • management of marketing, fan engagement and communication with the media.
11	Leadership & Culture	Experience in leadership of an organisation (or a large team within an organisation) where that organisation adheres to and demonstrates a strong values-based culture. This includes aligning with values of diversity and inclusion. Experience as a CEO or chair of a corporate entity is an advantage.
12	Stakeholder Management	Experience in, or a thorough understanding of: • the expectations of external stakeholders of an enterprise (eg – members, sponsors, commercial partners, government, regulatory bodies or industry representative bodies); and • accountability to, and management of engagement and communication with, external stakeholders.
13	Public Policy / Government Grants	An understanding of Australian public policy and public policy making, and the process and drivers of governmental decision making with respect to grants for sporting bodies.
14	Technology, Digital and AI	Experience and knowledge in a technology or data governance related role, including oversight of the following areas: • technology transformation, digital strategy, data and AI governance, cyber security risk; and • understanding data privacy, legal responsibilities of data security and the implications of AI on company data.
15	Health & Safety	Experience related to workplace health and safety.
16	Remuneration & Human Resources	Experience in relation to personnel and employee management, and leading of successful, high performing teams.
17	Environment & Sustainability	Experience developing sustainable practices to improve an organisation's impact on the environment.

Personal qualities of high-performing directors



While directors can bring different technical skills, knowledge and experience to a board, there are certain personal qualities expected in all directors:

Quality	Description
Integrity	Demonstrates the highest ethical standards, acts in the best interests of the Club at all times, fulfils statutory and fiduciary duties, maintains confidentiality, and promotes transparency and accountability in decision-making
Curiosity and courage	Approaches issues with an inquisitive mindset, asks insightful questions, and has the confidence and independence to constructively challenge management and fellow directors when necessary.
Interpersonal skills	Builds effective relationships, listens respectfully to diverse viewpoints, communicates with clarity and diplomacy, and contributes positively to board deliberations.
Interest in the Club	Has a genuine passion for the Club's purpose, members, stakeholders and long-term success, and demonstrates a strong understanding of its operations and strategic objectives.
Instinct	Exercises sound business judgement and acumen, applies strong commercial and strategic thinking, and the ability to get to the crux of the issue quickly.
An active contributor	Engages fully in board discussions, offers informed perspectives and makes a meaningful contribution to governance, strategy and decision-making.
Time and accessibility	Must dedicate sufficient time to the affairs of the club – preparing for and attending board meetings, actively participating in the work of committees, engaging with key internal and external stakeholders, attendance at Club games and events as required.

Collingwood Football Club Statement



OUR PURPOSE

TO CONNECT, WIN AND GROW

OUR VISION

TO PAINT THE WORLD BLACK AND WHITE

OUR VALUES

DO BETTER

I commit to take deliberate actions to address racism when I see it.
At Collingwood, we acknowledge the rights of the First Peoples of Australia and that racism has no place in society.

NEST FOR ALL

I champion and respect diversity and inclusion to make others feel part of the Black and White.
At Collingwood we look out for each other, and those in need, as part of our commitment to provide a safe and welcoming club for all.

SIDE BY SIDE

I commit my best to a high performing team.
At Collingwood we celebrate the wins and stick together through times of adversity.

FLY HIGHER

I make the most of my opportunities to drive excellence for myself and the team.
At Collingwood we strive for success.