

Independent Chair – Nominations and Remuneration Committee

Independent Chair Position Description

The Nomination and Remuneration Committee (NRC) provides independent advice and recommendations to the Board and, where required, the Members of NQPHN, in relation to the appointment of Directors (through application of a Board Skills Matrix), external committee membership, and Board performance and remuneration.

The Chair is an independent person, appointed by the NQPHN Members, after consultation with the Board.

Independent Chair Nominations and Remuneration Committee	
Position reports to	As the leader of the Nominations and Remuneration Committee (NRC), the Chair is accountable to the Board.
Key Relationship	Board Chair, NPHN Members, NRC members.
Term of appointment	Under the NQPHN Constitution, the Independent Chair is appointed for a term normally of three years by NQPHN Members after consultation with the Board. The Members reserve the right to review, amend or terminate the appointment at any stage.
Location	It is preferable but not essential that the Independent Chair resides within the NQPHN Region.
Meetings	The NQPHN NRC meets up to six times per year for up to two hours per meeting. Meetings are occasionally in person, but mostly by videoconference. The other members of the NRC are: a Member-nominated representative, appointed for three years, and a Director appointed by the Board, whose term is not expiring at the next AGM.
Remuneration	The Independent Chair remuneration is set by the Board and is currently \$14,246. Any reasonable expenses associated with the responsibilities of the Independent Chair to attend meetings, where approved by the NQPHN Board Chair, will be met by NQPHN.



NQPHN acknowledges the Aboriginal and Torres Strait Islander peoples as Australia's First Nation Peoples and the Traditional Custodians of this land. We respect their continued connection to land and sea, country, kin, and community. We also pay our respect to their Elders past, present, and emerging as the custodians of knowledge and lore.





Independent Chair Nominations and Remuneration Committee	
Key Responsibilities	<p>In accordance with the NQPHN Constitution and the NRC Charter, the Independent Chair will guide the work of the NRC in the following areas:</p> <ul style="list-style-type: none"> • Board appointments, re-elections, performance: <ul style="list-style-type: none"> - Reviewing Board performance against the mix of skills on the Board annually - Make recommendations to the Board and members on a suitable skills matrix, board composition, and Director remuneration (to be approved by Members) - Board and Director professional development • Selection, appointment and succession planning: <ul style="list-style-type: none"> - Make recommendations to the Board on Director and external committee member appointments - Review Board composition and Director skill - Review Board diversity - Board succession planning • Induction and continuing professional development • Director Remuneration
Key Selection Criteria	<ul style="list-style-type: none"> • Experience in chairing boards and committee meetings and encouraging and facilitating contributions from all committee members. • Demonstrated experience in Board Skills Assessment and Director Succession Planning. • Knowledge of leading practice in Director onboarding, Board and Committee remuneration and the performance monitoring of Boards, Directors and Committees. • Subject matter experience in the primary health sector, governance practices in the sector, and the role that the PHNs play within the sector. • Highly developed skills in management and communication. • Ability to work with a range of stakeholders, particularly across the primary health sector, as well as with government and community leaders. • A commitment to working collaboratively with a diverse range of communities and with regional stakeholders.
The Nomination and Remuneration Committee	<p>The NRC is an important element in the governance framework of the PHN. It provides confidence to NPHN stakeholders including its Members, the Commonwealth government, and to regional communities that the PHN is governed effectively. It ensures Directors are selected and encouraged to serve in the best interests of the regional communities and the objectives of the organisation.</p> <p>The Committee's performance is reviewed annually, along with the performance of the Independent Chair, to ensure they are meeting the objectives established under the NQPHN Constitution and the NRC Charter.</p>