

# Nominations Committee Charter

August 2018



## Objective and Scope

To assist the Board in its management of the Company's corporate governance in the following areas:

- Board and Committee composition and diversity.
- Succession planning for the Chairman and other non- executive directors.
- Director selection, appointment, election and director re-election.
- Director induction and continuing development.
- Evaluations of the performance of the Board, its Committees and individual directors.

## Duties and Responsibilities

To meet the above objective, the Committee will undertake the following:

### **Board and Committee composition**

- Review regularly the size and composition of the Board and the Committees, taking into account:
  - the mix of skills, diversity, knowledge and experience that the Board and the Committees are looking to achieve in their membership, having regard to the strategic direction of the Company and the diversity aspirations of the Board;
  - the time commitment required from non-executive directors; and
  - the term served by directors so that, over time, new directors are appointed to challenge existing approaches and incorporate new ideas and energy.

- Assess the independence of each non-executive director in accordance with the Board's Independence Policy.

### **Succession planning**

- Develop succession plans for the Board, so that an appropriate mix of skills, diversity, knowledge, experience and independence is maintained.
- Oversee the on-going process of succession planning for the role of Board Chairman and other non- executive directors.

### **Board appointments and re-elections**

- Oversee the formal process for the search and selection of new directors for nomination for appointment by the Board, including:
  - preparing or reviewing a description of the role and capabilities required;
  - identifying and assessing candidates with regard to the skills, diversity, knowledge, experience and independence sought and the time commitment required;
  - ensuring that pre-appointment probity and risk checks have been undertaken; and
  - ensuring that each proposed director has acknowledged that he or she is prepared to meet the required time commitment.
- Confirm the key terms of non-executive director letters of appointment and executive service agreements and appointment letters.
- Recommend to the Board the nomination of directors for election or re-election by shareholders.
- Ensure that shareholders receive all material information relevant to informed decision-making whether to elect the candidate.

### **Director induction and continuing development**

- Confirm that new directors are properly inducted to gain an understanding of:
  - the Company and its operations and values;
  - the Company's financial, strategic, operational and risk management position;
  - Board and Committee arrangements; and
  - the rights, duties and responsibilities of the Board and Management.
- Ensure that all directors are provided with:
  - on-going access to the Company's operations, personnel and information to enable them to operate effectively; and
  - professional development opportunities to enable them to develop and maintain their skills and knowledge.

### **Performance evaluations**

- Review annually:
  - the processes and performance of the Board; and
  - the structure, scope and performance of each Board Committee,and make recommendations to the Board.
- Ensure that a process is in place for the evaluation of the performance of each non-executive director, including assessing whether each non-executive director is meeting the time required to discharge the director's responsibilities effectively.

### **Membership**

The Committee is appointed by the Board and comprises at least two Non-Executive Directors one of whom acts as Chairman of the Committee.

### **Authority**

The Committee has the delegated authority of the Board in relation to the duties and responsibilities in this Charter. This delegation is subject always to the Committee keeping the Board informed of its

activities and to any overriding legal or regulatory obligation on the Board.

The Committee shall have direct access to the Company's resources as it reasonably requires to discharge its duties and responsibilities including access to management and the Company Secretary.

The Committee may obtain such independent professional, legal, recruitment or other advice as it considers necessary or appropriate.

### **Meetings**

A minimum of the Committee Chairman (or his duly appointed alternate from the Committee) and one other Committee member is required to form a quorum.

The Committee must meet at least three times each year and otherwise as required.

No Committee member shall participate in a review of his or her own:

- individual performance;
- re-election; or
- independence.

The Committee may deal with matters requiring a decision by way of written resolution. Such resolution will be deemed to have been passed once a majority of members eligible to vote have signed the written resolution, and will be dated the date the last member constituting the majority signs.

The Committee will report on its meetings to the Board.

*This Charter was last amended by the Board on 22 August 2018*