

# Nomination Committee Charter

## **1. ORGANISATION**

- 1.1 The Nomination Committee is a sub-committee of the board of directors.
- 1.2 The Nomination Committee will be comprised of at least two non-executive directors of the board. At least a majority of the members of the Committee are to be independent directors and may comprise the same members as the Company's Remuneration Committee.
- 1.3 The members of the Nomination Committee will be selected at the board meeting immediately following the Annual Meeting and will hold office for the ensuing year provided that the board may determine after that meeting that there be no change and in the absence of any determination there will be no change (except where a director has ceased to hold office).
- 1.4 The CEO will attend as an "ex officio" member of the Nomination Committee.
- 1.5 The board will appoint a chairperson from among the non-executive members of the Nomination Committee.
- 1.6 Any director not on the committee may attend Nomination Committee meetings, subject to the Chairperson's approval.
- 1.7 Executive directors will not be entitled to attend meetings where they are conflicted for personal reasons.

## **2. MEETINGS**

- 2.1 Meetings of the Nomination Committee shall be held at least once a year or at the discretion of the Chairman or if requested by any Nomination Committee member or the CEO.
- 2.2 A quorum of members of the Nomination Committee will be at least two non-executive directors.

- 2.3 The secretary of the board will act as secretary to the Nomination Committee.
- 2.4 The Nomination Committee may have in attendance members of management and such other persons including external advisers as it considers necessary to provide appropriate information, explanation and advice.

### **3. OBJECTIVES**

- 3.1 The objectives of the Nomination Committee are to:
- a. Ensure that there is an environment and framework where management talent and potential is assessed and developed in line with the requirements of the Company.
  - b. Review key executive positions within the Company to ensure robust succession planning exists.
  - c. Review the composition of the board and make recommendations to ensure an appropriate mix of skills and experience is maintained and that the board is operating to a best practice standard of governance.
  - d. Ensure planning for board succession requirements occurs, and identifying and nominating for the approval of the board, candidates to fill board vacancies as and when they arise.

### **4. ACCOUNTING AND REPORTING**

- 4.1 The Nomination Committee will be accountable to the board.
- 4.2 After each meeting the chairman will report the Nomination Committee's recommendations and findings to the board.
- 4.3 The minutes of all Nomination Committee meetings will be circulated to the board.
- 4.4 Extracts from the minutes will be made available to the CEO (subject to any personal interest) and to such other persons as the board directs, to enable them to properly carry out their functions.

### **5. ACCESS AND AUTHORITY**

- 5.1 The Nomination Committee has the authority of the board to seek and access any information from any employees to fulfil its function, duties and responsibilities.
- 5.2 All employees are required to co-operate with any request made by the Nomination Committee.

- 5.3 The Nomination Committee is authorised by the board, at the expense of the Company, to obtain such outside information and advice as it thinks necessary for carrying out its responsibilities.
- 5.4 The Nomination Committee will make recommendations to the board on matters requiring a decision.
- 5.5 The Nomination Committee does not have the power or authority to make a decision in the board's name or on its behalf.

## **6. RESPONSIBILITIES**

- 6.1 Subject to the limitations on the authorities, the Nomination Committee's responsibilities are:
  - a. With regard to the Company:
    - i. In conjunction with the Remuneration Committee, ensure policies and guidelines are in place to facilitate management performance assessment and development and the encouragement of team member self-development;
    - ii. Consider such other matters relating to remuneration issues as may be referred to it by the board;
  - b. With regard to the board:
    - i. Implement regular reviews of the board composition including a review of the current and required skills, size and composition of the board, identifying any skill gaps, and recommending any adjustments deemed necessary;
    - ii. Prepare a description of the role and capabilities required for a particular appointment;
    - iii. Be responsible for identifying and nominating candidates for the approval of the board, to fill board vacancies as and when they arise;
    - iv. Satisfy itself with regard to succession planning, that the processes and plans are in place with regard to both board and senior appointments and to consider and nominate a panel of candidates with appropriate expertise and experience for consideration by the board;
    - v. Assess and articulate the time needed to fulfil the role of Chairperson and non-executive independent directors, and undertake an annual performance evaluation to ensure that all members of the board have devoted sufficient time to their duties;
    - vi. Where considered necessary, recommend to the board the terms of appointment of the proposed new non-executive director;
    - vii. Review the membership of other board committees and make recommendations to the full board; and

- viii. Ensure that the secretary on behalf of the board has formally written to any appointees, detailing the role and time commitments and proposing an induction plan produced in conjunction with the chairperson.

**7. ACCOUNTABILITY TO THE BOARD**

- 7.1 The board reviews annually the Nomination Committee’s performance against this Charter.
- 7.2 The board reviews annually this Nomination Committee Charter.

Publishing Date	20 June 2018
Next Review Date	31 March 2019