

# Nomination & Governance Committee Charter

## Purpose

The Nomination & Governance Committee (**Committee**) is a committee of the Board. The Committee's purpose is to:

- ensure that the Board has the appropriate size and composition to discharge its duties effectively;
- develop criteria for Board membership, develop processes for recruiting and retaining directors and identify specific candidates for nomination;
- assist the Human Resources Committee in reviewing and making recommendations to the Board in relation to the remuneration of Directors and executive management;
- develop processes for the review of the performance of individual Directors, Board Committees and the Board as a whole;
- ensure the Company has appropriate governance policies and practices;
- assist in the preparation of an annual corporate governance statement; and
- ensure the Company has appropriate ethical standards.

## Duties

The responsibilities of the Committee include:

- considering the appropriate size and composition of the Board;
- considering whether the Board has an appropriate mix of skills, knowledge, experience, independence and diversity outlined in its board skills matrix;
- developing a process for the evaluation of the performance of the Board, its Committees and Directors;
- developing policies and procedures for the nomination and appointment of new directors, including developing criteria for Board membership;
- recommending changes to the membership of the Board and making recommendations to the Board on candidates it considers appropriate for appointment;
- developing induction and continuing professional development programs for directors;
- reviewing Board succession plans;
- in conjunction with the Human Resources Committee ensuring the application of the Diversity Policy to the selection of Board members;

- reviewing the time commitments required of non-executive Directors and whether those requirements are met;
- reviewing any retiring non-executive Director's performance and making recommendations to the Board as to whether the Board should continue to support the nomination of a retiring non-executive Director;
- managing the process of CEO recruitment and transition on behalf of the Board;
- reviewing and approving the Company's governance policies, including its Continuous Disclosure Protocol and Security Trading Policy;
- reviewing and recommending to the Board the Corporate Governance Statement to be included in the Company's Annual Report; and
- reviewing the Company's Code of Conduct and other ethical standards.

## Review

At least once a year, the Committee will:

- self-assess whether it has discharged its responsibilities;
- self-assess whether it complies with its membership requirements; and
- critically review this Charter to ensure its relevance and compliance with legislative and governance requirements and best practice, including the Corporate Governance Principles and Recommendations issued by the ASX Corporate Governance Council.

## Membership and Structure

- The Committee consists of three non-executive Directors and is comprised of a majority of independent Directors.
- The Chairman of the Committee is appointed from the members of the Committee and is an independent non-executive Director.
- The Chairman of the Committee, with the assistance of the Company Secretary, is responsible for arranging all meetings of the Committee and for providing members of the Committee with a written agenda.
- The Company Secretary, or his appointee, will act as secretary of the Committee and will circulate minutes of the meetings.

## Meetings

- Any member of the Committee may call a meeting of the Committee.
- As a minimum, the Committee will meet twice a year.
- In addition, the Committee will meet as early as practicable prior to the expiration of the term of office of a Director to consider and make recommendations to the Board as to

whether the Board should continue to support the nomination of a retiring non-executive Director or the appointment or election of a new non-executive Director.

- The Chairman of the Committee, or their delegate, reports to the Board following each meeting.
- The Committee may invite any executive management team members or other individuals to attend meetings of the Committee, as it considers appropriate.
- The Committee has direct access to the Company's officers and advisers, both external and internal, and has the authority to seek whatever independent, professional or other advice it considers necessary in order to assist it in meeting its responsibilities from outside the Company.

## **Quorum and Voting**

- A quorum comprises any two Committee members. In the absence of the Committee Chairman, or appointed delegate, the members will elect one of their number as Chairman for that meeting.
- Each member shall have one vote.
- The Chairman of the Committee will not have a second or casting vote.