

## **8.1 – Nomination Committee Charter**

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The objective of the Nomination Committee is to ensure that the Company has available to it a Board with the appropriate competencies to enable it to effectively discharge its mandate.

### **1.0 MEMBERSHIP**

- 1.1 The Nomination Committee shall usually comprise the Chairman and one non-executive Director. The Chairman of the Committee is the Chairman of the Board of Directors. However, until decided otherwise, the Nomination Committee will currently comprise all Board members.
- 1.2 The composition of the Committee will be reviewed on an annual basis.
- 1.3 A majority of members shall be independent Directors and a quorum will be two. If only one Committee Member is available through unavoidable circumstances, an additional Board Member may be co-opted to the Committee for the purpose of finalising urgent business.
- 1.4 The Company Secretary is Secretary to the committee.

### **2.0 OBJECTIVES**

- 2.1 The role of the Nomination Committee is to review and provide recommendations to the Board on the composition of the Board within the criteria outlined in the Board Charter.
- 2.2 In carrying out its role, the Nomination Committee is to take cognisance of regulations regarding appointments and resignations of Board Members, particularly the relevant provisions of the Australian Stock Exchange Ltd Listing Rules and the Corporations Act.
- 2.3 The specific responsibilities of the Nomination Committee are:
  - Assessment of the necessary and desirable competencies of Board members;
  - On an annual basis, reviewing the current Board composition to ensure it consists of members with appropriate qualifications and a broad range of experience that support the Company's wider objectives and strategies;
  - Ensuring that potential Board members have the ability to commit the appropriate amount of time to the Company;
  - Monitoring and reviewing the workload of individual Board members, and providing recommendations to the Board for any exertion allowance to be paid to Board members;
  - Ensuring that there is a Succession Plan to maintain an appropriate balance of skills, experience and expertise on the Board;

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- Evaluation of the Board’s performance; and
- Making recommendations for the appointment and removal of Directors.

### **4.0 ACCESS**

- 4.1 The committee may invite any executive Director, executive, other staff member or external advisors to attend all or part of a meeting of the committee.
- 4.2 The committee may consult independent experts if it considers it necessary in order to fulfil its responsibilities.

### **5.0 MEETINGS**

- 5.1 The committee meets six-monthly and on an as-needed basis.
- 5.2 The Secretary, in conjunction with the Chairman, shall draw up an agenda, which shall be circulated at least one week prior to each meeting to the members of the Committee
- 5.3 The Chairman will call a meeting of the Committee if so requested by any Committee member.
- 5.2 Any committee member may call a meeting of the committee.
- 5.3 A quorum is two members.

### **6.0 REPORTING**

- 6.1 The Committee shall have the authority to seek any information it requires from any officer or employee of the Company or its controlled entities and such officers or employees shall be instructed by the Board of the Company employing them to respond to such enquiries. The Committee is authorised to take such independent professional advice as it considers necessary.
- 6.2 The Chairman of the Committee shall report the findings and recommendations of the Committee to the Board after each Committee meeting.
- 6.3 The Minutes of all Committee meetings shall be circulated to members of the Board.
- 6.4 The Committee shall have no executive powers with regard to its findings and recommendations

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- 6.5 The Chairman of the Committee is to report to the Board and, as appropriate, make recommendations to the Board after each Committee meeting, concerning matters dealt with by the Committee.