

# Nomination Committee



## Charter

ORG-NOM-CHA-002

### Role

The Nomination Committee is to support and advise the Board on the composition of the Board.

### Responsibilities

The Committee is to provide advice and make recommendations to the Board in examining the selection and appointment practices of the Board. The Committee will have oversight and review of:

- maintaining a Board that is comprised of individuals who are best able to discharge the responsibilities of Directors, having regard to the law, the highest standards of governance and the Company's strategic objectives;
- assessing the skills required by the Board, and from time to time assessing the extent to which the required skills are represented on the Board;
- establishing processes for reviewing the performance of individual Directors and the Board as a whole;
- establishing processes for identification of suitable candidates for appointment to the Board as additional members or to succeed existing members;
- making recommendations to the Board on Directors' appointments or Board and Committee structure; and
- considering the appropriate induction and continuing education provided for Directors.

### Composition

The Committee should comprise a minimum of three members and a majority of independent directors. The Committee shall be chaired by the Chairman of the Board who shall be an Independent Director. A quorum shall comprise two members.

The Committee may invite executive Directors or management to participate in meetings from time to time but should also meet without their presence.

The Secretary of the Committee shall be the Company Secretary or such other person as nominated by the Board.

### Procedures

The Committee shall meet as required but should meet at least once each year.

An agenda will be prepared for each meeting and distributed in advance of the meeting. Minutes of meeting will be prepared and will be circulated to all Directors after each meeting.

The Company Secretary will provide assistance to the Committee in the preparation of agenda and minutes of meeting and will attend meetings if required by the Chairman of the Committee.

The Committee may have access to adequate internal and external resources, including seeking advice or assistance from external advisors or consultants if required to enable the Committee to fulfil its role.



## Approval and Review of Charter

The Committee Charter shall be approved by the full Board. The Committee shall review the Charter every two years to ensure its relevance and the effectiveness of the Committee and make recommendations for any amendments to the Board.

Approved by the Board June 2011