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**CHARTER**

**NOMINATIONS COMMITTEE**

The Board has resolved to establish a committee of the Board to be known as the Nominations Committee.

**SCOPE & DUTY**

The primary objective of the Nominations Committee is to assist the Board in fulfilling its responsibilities relating to the future tenure, size and composition of the Board.

Specifically, the Committee will –

1. Assess the necessary and desirable competencies, skills and diversity of the Board members.
2. Develop a formal and transparent procedure for the selection and appointment of new directors.
3. Recommend the appointment and removal of directors.
4. Evaluate the performance of the Board, its committees and directors, utilising external assistance if considered appropriate.
5. Review and recommend a process for the orientation and education of directors.
6. Review and recommend a Board succession plan.

More specific responsibilities of the Committee may be set out in attachments to this Charter.

**COMPOSITION**

- All members of the Committee will be members of the Board of Directors.
- The members of the Committee shall be non-executive directors and a quorum shall be two (2).
- The Committee shall elect a chairman of the Committee.
- The Chief Executive shall be given notice of all meetings and have the right to attend and speak at such meetings.

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## **SECRETARY AND MEETINGS**

The Company Secretary shall be appointed Secretary of the Committee.

The Secretary, in conjunction with the Chairman, shall draw up an agenda, which will be circulated at least one week prior to each meeting to the members of the Committee.

The Chairman will call a meeting of the Committee if so requested by any Committee member or the Chief Executive.

The Secretary will prepare minutes of the meeting of the Committee for the approval of the Chairman at its next meeting.

Minutes of the Committee meeting are to be circulated to all directors and reported at the Directors' meeting following the Committee meeting.

## **AUTHORITY**

The Committee discharges its responsibilities by making recommendations to the Board. The Committee does not have any executive powers to commit the Board or Management to their implementation. The Committee is not responsible for supervising the performance of executives and does not become involved in day-to-day operations, management functions or decision making.

The Committee shall have the ability to direct any special investigation and to consult independent experts where necessary to carry out its duties.

*Updated: 23 May 2017*