



NOM Charter 2019

August 2019

1. Purpose & Responsibilities

- 1.1 The purpose of the Committee is to assist the Board fulfil its responsibilities for ensuring that the Board is comprised of individuals who are best able to discharge the responsibilities of Directors effectively and to add value. This includes Board renewal and succession planning, the Managing Director and Chief Executive Officer (MD&CEO) and Chairman succession, the Election and Re-election of Directors, assessing the skills, experience and diversity required to competently discharge the Board's duties, and implementing processes for evaluating the Board, its Committees and Directors.

2. Matters delegated to the Committee

The Board has delegated to the Committee responsibility to:

2.1 Board Renewal and Succession Planning

- a) **Renewal and Succession:** Review and recommend to the Board the processes for managing Board renewal and succession planning;
- b) **Set skills, experience and diversity required:** Periodically review and recommend to the Board the skills, experience and diversity required to discharge the Board's duties effectively and to add value, having regard to the strategic direction of the Company;
- c) **Monitor NED skills, experience and diversity:** At least once a year, review the skills, experience and diversity represented on the Board by the Non-executive Directors (NEDs) and advise the Board whether it is satisfied that the Non-Executive Directors (NED) as a group have the desired skills, experience and diversity identified;
- d) **Enhance NED skills:** Review and recommend to the Chairman of the Board on the means by which skill levels of existing Non-executive Directors can be enhanced, including the need for continuing professional development programs, which may include briefings on material developments in laws, regulations and accounting standards relevant to the Company;
- e) Having regard to the skills, experience and diversity represented and desired, the Committee will review and recommend to the Board:
 - i. **Size:** The desired size of the Board (including the minimum and maximum number of Directors permitted by the Company's Constitution);
 - ii. **Candidates:** The candidates it considers appropriate for appointment to the Board;
- f) Having regard to the skills, experience and diversity represented and desired, the Committee will review:
 - i. **Appointment Agreements:** Non-executive Director appointment agreements;
 - ii. **Induction Process:** A process for the induction of new Non-executive Directors to the Company, including training tailored to their existing skills, knowledge and experience, to position them to discharge their responsibilities effectively and to add value.

2.2 Board Evaluation

- a) **Process of Evaluation:** Review and recommend to the Board a process for evaluation of the Board, its Committees and Directors.

2.3 Election or Re-election of Directors

- a) **Pre-election Checks:** In making an assessment of an election of a Director, the Committee will have regard to the conduct of appropriate checks into the person's background and experience.
- b) **Retiring NEDs:** The Committee will inform the Board of the names of Non-executive Directors who are retiring in accordance with the provisions of the Constitution, review the performance of, by whatever means it considers appropriate, and recommend to the Board whether the Board should support the re-nomination of, that retiring Director.
- c) **Assessment:** In making an assessment of an election or re-election of a Director, the Committee will have regard to:
 - i. **Time commitments:** The time commitments required for a Non-executive Director to effectively discharge his or her duties to the Company;
 - ii. **Outside commitments:** The outside commitments of a candidate to be appointed or elected as a Non-executive Director, and the need for that person to acknowledge that they have sufficient time to effectively discharge their duties;
 - iii. **Shareholders to receive all material information:** The need for shareholders to receive all material information concerning candidates for election or re-election to the Board.
- d) **Participation:** A member of the Committee will not participate in the review of his or her own performance.

2.4 MD&CEO Succession

- a) **Succession planning process:** Oversee the succession planning process for the MD&CEO;
- b) **Appointment:** Review and recommend to the Board regarding the MD&CEO's succession, including in relation to the appointment and removal of the MD&CEO.

2.5 Chairman Succession

- a) **Succession planning process:** Oversee the succession planning process for the Board's Chairman;
- b) **Appointment:** Review and recommend to the Board regarding the Chairman's succession, including in relation to the appointment and removal of the Chairman.
- c) **Participation:** A Committee member other than the Board Chairman will be appointed to oversee this succession-planning process.

3. Composition

- 3.1 The Committee will consist of the Chairman and all of the Non-executive Directors, with a majority of the members being assessed as independent by the Board.
- 3.2 The Chairman of the Board will be the Committee Chair.
- 3.3 In the absence of the Committee Chair, the members will elect one of their number as Committee Chair for that meeting.
- 3.4 The Committee Secretary will be a Company Secretary, or their delegate.

4. Exercise of powers

- 4.1 The Committee and the Committee Chair must exercise the powers delegated to them in accordance with any directions of the Board.
- 4.2 The Committee has authority to perform any function delegated to it by the Board, and may make recommendations to the Board in relation to all matters within its responsibility.
- 4.3 The Committee may delegate any of its responsibilities to one or more members of the Committee or to any Director or executive officer of the Group, subject to conditions and on any terms the Committee determines.
- 4.4 The Committee may exercise its powers:
 - a) by resolution passed by a majority of Directors who vote on the resolution at a meeting of the Committee; or
 - b) by a resolution in writing signed by a majority of the members of the Committee entitled to vote on the resolution.

5. Access to resources and independent advice

- 5.1 The Committee is to have access to adequate internal and external resources, and may obtain independent professional advice to assist it in the proper exercise of its powers and responsibilities, with the cost to be borne by the Group.
- 5.2 The Committee is entitled to rely on employees of the Group or professional advisers or consultants engaged by the Group or the Committee where there are reasonable grounds to believe that the employee, adviser or consultant is reliable and competent; and the reliance was made in good faith and after making an independent assessment of the information.
- 5.3 Each member of the Committee, with the consent of the Committee Chair, may attend seminars and training or seek independent professional advice at the expense of the Group on any matter connected with the discharge of his or her responsibilities. The consent of the Committee Chair will not be unreasonably withheld.

6. Meetings

- 6.1 The Committee will meet regularly, at the times determined by the Committee Chair, but at least two scheduled times a year.
- 6.2 A member of the Committee or MD&CEO may request that a meeting of the Committee be convened.

7. Quorum

- 7.1 Three members, present in person or by using any technology, will constitute a quorum.

8. Attendance

- 8.1 The MD&CEO may be invited by the Committee Chair to attend meetings of the Committee.
- 8.2 The Committee may invite any other person to attend for all or part of any meeting as it considers appropriate.

9. Conflicts of interest

- 9.1 Conflicts of interest will be managed in accordance with the Procedure for Managing Directors' Outside Interests.

10. Equality of votes

- 10.1 The Committee Chair will not have a second or casting vote.

11. Committee papers

- 11.1 The Committee Secretary will distribute in advance of a meeting of the Committee an agenda and any related papers to each member of the Committee and, unless directed by the Committee Chair, the MD&CEO.

12. Committee minutes

- 12.1 The Committee Secretary will prepare minutes of meetings and have them approved by the Committee Chair.
- 12.2 Approved Committee minutes will be placed in the Minute Register within one month of the meeting.
- 12.3 Minutes of meetings will be confirmed at the next meeting of the Committee.

13. Reporting

- 13.1 Where a material matter arises at a Committee meeting which relates to the responsibilities of a different sub-committee then the Committee Chair will discuss the matter with the relevant Chair.
- 13.2 Minutes of each meeting will be provided to the Board.

14. Knowledge and Understanding

- 14.1 The Committee members will participate in a program of induction, training and development

15. Review

- 15.1 The Committee will evaluate its performance each year having regard to the purpose, responsibilities and other requirements of its Charter, including assessing the effectiveness of knowledge sharing with other Committees in the fulfilment of its responsibilities.
- 15.2 The Committee will, at least once in each year assess the adequacy of this Charter and recommend to the Board any necessary or desirable amendments to ensure it remains consistent with the Board's objectives, current law and best practice.