

NOMINATIONS COMMITTEE CHARTER

(Approved by the Board on 5 November 2015)

1. INTRODUCTION

The purpose of this charter is to document the objectives, responsibilities, composition and administration of the Nominations Committee (**Committee**) of the Board of the Australian Institute of Company Directors (**AICD**).

2. OBJECTIVES

The objectives of the Committee are to determine the pipeline of director nominees for election to the Board, to identify and recommend candidates to fill vacancies occurring at the end of National Directors tenure, consult with Division Councils on nominees for the role of Division Director and their tenure, and manage casual vacancies between annual shareholder meetings.

3. RESPONSIBILITIES

- (a) The Committee's responsibilities are to determine that an appropriate and transparent process is in place for the effective succession planning and renewal for the Board, Board Committees and Division Councils.
- (b) The principal responsibilities and functions of the Nominations Committee are as follows:
 - (i) Annually evaluate and report to the Board on the performance and effectiveness of the Board, its Committees and individual Directors in order to facilitate the directors fulfilling their responsibilities in a manner that serves the interests of members of the organisation;
 - (ii) Annually present to the Board a list of individuals recommended for nomination for election to the Board and for appointment to the Committees of the Board (including this Committee);
 - (iii) Provide guidance to Division Councils on the role and capabilities required for Division Directors and liaise with each respective Division Council with a view to agreeing the proposed Division Director nominee for submission to the Board;
 - (iv) Before recommending an incumbent, replacement or additional director, reviewing his or her qualifications and experience, including capability, availability to serve, independence and other relevant factors (including appropriate background checks);
 - (v) Assist in identifying, interviewing and recruiting candidates for the Board with a view to achieving an appropriate balance of skills, knowledge, experience, independence and diversity to discharge the Board's duties and responsibilities, and maintaining a board skills matrix to assist the Committee with this purpose;

NOMINATIONS COMMITTEE CHARTER

- (vi) Annually review the composition of each Board Committee and present recommendations for Board Committee memberships to the Board as needed;
 - (vii) Develop and periodically review and recommend to the Board appropriate revisions to the AICD's corporate governance framework as applicable to the Committee's objectives and responsibilities, including the AICD's Constitution, By-Laws and corporate governance policies;
 - (viii) Monitor compliance with the AICD's corporate governance policies to the extent such policies are applicable to the Committee's objectives and responsibilities; and
 - (ix) Make recommendations about changes to the charters of other Board committees which arise during the course of matters considered by the Committee from time to time and after consultation with the respective Board committee chairs.
- (c) The Committee also examines any other matters referred to it by the Board. The Committee will act in accordance with any Protocol approved by the Board from time to time as being applicable to the Committee's objectives, responsibilities, composition or administration.

4. COMPOSITION AND MEETINGS

4.1 Membership and attendance at meetings

- (a) The Committee comprises at least three members as follows:
 - (i) The Chair of the Board, who shall act as Chair of the Committee; and
 - (ii) At least two other members of the Board as appointed by the Board.
- (b) A quorum of the Committee is any two members of the Committee.
- (c) The Committee may invite other people to attend Committee meetings, as it considers necessary, and from time to time request presentations from internal and external advisers at its meetings.
- (d) The secretary of the Committee is the Company Secretary, or another person nominated by the Chair.
- (e) The Board may remove any member from the Committee at any time with or without cause.

4.2 Meetings

- (a) Meetings are held not less than once a year, and special meetings may be convened as required.
- (b) Meetings may be held in person, by telephone or by video conference, or by any combination of these media.

NOMINATIONS COMMITTEE CHARTER

- (c) The secretary takes the minutes of the proceedings of all Committee meetings.

4.3 Authority

The Board delegates authority to the Committee within the scope of its responsibilities to:

- (a) Seek any information it requires from any employee or external party;
- (b) Obtain outside legal or other independent professional advice; and
- (c) Request the attendance of any external party with relevant experience and expertise.

4.4 Sub-delegation

The Committee may, in its discretion, delegate some or all of its objectives and responsibilities to the Chair and may delegate any of its objectives and responsibilities to a sub-committee of the Committee.

4.5 Board reporting

The Committee reports to the Board as necessary after each meeting and circulates the minutes to the Board as soon as practicable.

4.6 Review of Charter and composition

- (a) The Committee is to annually review its composition and charter and recommend any changes to the Board. The Committee may review its charter at other times deemed necessary by the Committee or the Board.
- (b) The Board annually reviews the composition of the Committee and approves the Committee charter.