

## NOMINATIONS & GOVERNANCE COMMITTEE CHARTER

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*(Approved by the Board on 16 October 2019)*

### 1. INTRODUCTION

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

Defined terms in this Charter have the same meaning as in the AICD Constitution.

### 2. OBJECTIVES

The objectives of the Committee include the following:

- (a) Support the Board's role in fulfilling its responsibilities on matters relating to the composition of the Board and commitment to discharge its responsibilities and duties;
- (b) Ensure that Board succession plans are in place, including consulting with Division Councils regarding nominees for the role of Division Director;
- (c) Develop a process for evaluating the performance of the Board; and
- (d) Consider governance matters referred to it by the Board.

### 3. DUTIES AND RESPONSIBILITIES

- (a) The Committee considers any matters necessary in order to fulfil its objectives and makes recommendations to the Board. The Committee also considers any other matters referred to it by the Board.
- (b) The Committee's responsibilities include determining that an appropriate and transparent process is in place for the effective succession planning and renewal for the Board, Board Committees and Division Councils.
- (c) The main duties and responsibilities of the Committee are as follows:
  - (i) 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) Periodically 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) Through the Committee Chair, 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 nominees for submission to the Board;

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- (iv) Before recommending an incumbent, replacement or additional director, review their 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;
  - (vi) Periodically 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.
- (d) The Committee also considers any other governance 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 (3) members as follows:
  - (i) The Chair of the Board, who will act as Chair of the Committee; and
  - (ii) At least two other members of the Board as appointed by the Board from time to time.
- (b) A quorum of the Committee is any two (2) 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 advisors at its meetings.
- (d) The secretary of the Committee is the Company Secretary, or another person nominated by the Committee Chair.

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- (e) The Board may remove any member from the Committee at any time with or without cause.

### 4.2 Meetings

- (a) Meetings of the Committee 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.
- (c) The secretary, or any other person nominated by the Committee Chair, takes minutes of the proceedings of all meetings of the Committee.

### 4.3 Authority

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

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

### 4.4 Sub-delegation

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

### 4.5 Board reporting

The Committee reports to the Board as necessary after each meeting of the Committee. The minutes of all Committee meetings must be circulated to the Board.

### 4.6 Review of Charter and Committee Composition

- (a) The Committee will at least 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 will at least annually review the composition of the Committee and the Committee Charter.
- (c) The Committee will at least annually review its performance as a Committee.