



# Nomination Committee Charter

VERSION 2

Calibre Group Limited  
ABN 44 100 255 623

Adopted by the Board on 30 June 2016



# Contents

<b>1</b>	<b>MEMBERSHIP OF THE COMMITTEE .....</b>	<b>1</b>
<b>2</b>	<b>ROLES AND RESPONSIBILITIES .....</b>	<b>1</b>
<b>3</b>	<b>POLICY, PROCEDURE AND DISCLOSURE OF THE SELECTION AND APPOINTMENT OF NEW DIRECTORS .....</b>	<b>2</b>
	3.1 Policy .....	2
	3.2 Procedure .....	2
	3.3 Disclosure .....	2
<b>4</b>	<b>ADMINISTRATIVE MATTERS.....</b>	<b>2</b>
	4.1 Meetings .....	2
	4.2 Quorum.....	2
	4.3 Convening and notice of meeting.....	2
	4.4 Chair .....	3
	4.5 Access to resources and independent advisers.....	3
	4.6 Minutes .....	3
	4.7 Reporting .....	3
<b>5</b>	<b>REVIEW .....</b>	<b>3</b>

## 1 MEMBERSHIP OF THE COMMITTEE

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The Committee must consist of:

- a minimum of 3 members;
- the chair of the Board to chair the Committee.

The Board may appoint such additional directors to the Committee or remove and replace members of the Committee by resolution. Members may withdraw from membership by written notification to the Board.

Non-committee members, including members of management may attend all or part of a meeting of the Committee at the invitation of the Committee chair.

The Company Secretary must attend all Committee meetings as minute secretary.

## 2 ROLES AND RESPONSIBILITIES

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The responsibilities of the Committee are as follows:

- Review and recommend to the Board the size and composition of the Board, including review of Board succession plans and the succession of the Chair of the Board and the Managing Director, having regard to the objective that the Board comprises directors with a broad range of skills, expertise and experience from a broad range of backgrounds, including gender.
- Review and recommend to the Board the criteria for Board membership, including:
  - the necessary and desirable competencies of Board members; and
  - the time expected to be devoted by non-executive directors in relation to the Company's affairs.
- Review and recommend membership of the Board, including:
  - making recommendations for the re-election of Directors, subject to the principle that a Committee member must not be involved in making recommendations to the Board in respect of themselves; and
  - assisting the Board as required to identify individuals who are qualified to become Board members (including in respect of executive directors), in accordance with the policy outlined in [Section 3](#).
- Assist the Board as required in relation to the performance evaluation of the Board, its committees and individual directors, and in developing and implementing plans for identifying, assessing and enhancing director competencies.
- Review and make recommendations in relation to any corporate governance issues as requested by the Board from time to time.
- Review the Board Charter on a periodic basis, and recommend any amendments for Board consideration.
- Ensure that an effective Board induction process is in place and regularly review its effectiveness.
- On an annual basis, review the effectiveness of the Diversity Policy by:
  - assessing the Company's progress towards the achievement of the measurable objectives and any strategies aimed at achieving the objectives; and
  - reporting to the Board recommending any changes to the measurable objectives, strategies or the way in which they are implemented.
- In accordance with the Diversity Policy, on an annual basis, review the relative proportion of women and men in the workforce at all levels of the Company, and submit a report to the Board, which outlines the Committee's findings.

## 3 POLICY, PROCEDURE AND DISCLOSURE OF THE SELECTION AND APPOINTMENT OF NEW DIRECTORS

### 3.1 Policy

Factors to be considered when reviewing a potential candidate for Board appointment include without limitation:

- the skills, experience, expertise and personal qualities that will best complement Board effectiveness;
- the existing composition of the Board, and the objective of achieving a Board comprising directors with a broad range of skills, expertise and experience from a broad range of backgrounds, including gender;
- the capability of the candidate to devote the necessary time and commitment to the role (this involves a consideration of matters such as other Board or executive appointments); and
- potential conflicts of interest, and independence.

### 3.2 Procedure

- Detailed background information in relation to a potential candidate should be provided to all directors.
- The identification of potential director candidates may be assisted by the use of external search organisations as appropriate.
- An offer of a Board appointment must be made by the chair only after having consulted all directors, with any recommendations from the Committee having been circulated to all directors.
- All new Board appointments should be confirmed by letter in the standard format as approved by the Board or the Committee from time to time.

### 3.3 Disclosure

Each year, the Committee will prepare a report for the Board outlining the following details of the Board selection process with a view to including either the report or a summary of the report in the annual report:

- the process by which candidates are identified and selected, including whether external search organisations are used;
- the steps taken to ensure that a diverse range of candidates are considered; and
- the factors taken into account in the selection process, including whether a Board skills matrix is used to identify any 'gaps' in the skills and experience of the directors on the Board.

## 4 ADMINISTRATIVE MATTERS

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### 4.1 Meetings

The Committee will meet as often as the Committee members deem necessary in order to fulfil their role. However, it is intended that the Committee will normally meet at least annually.

### 4.2 Quorum

The quorum is at least 2 members.

### 4.3 Convening and notice of meeting

Any member may, and the Company Secretary must upon request from any member, convene a meeting of the Committee. Notice will be given to every member of the Committee of every meeting of the Committee at the member's advised address for service of notice (or such other pre-notified interim address where relevant), but there is no minimum notice period and acknowledgement of receipt of notice by all members is not required before the meeting may be validly held.

#### **4.4 Chair**

In the absence of the Committee chair, the Committee members must elect one of their number as chair for that meeting. The chair does not have a casting vote.

#### **4.5 Access to resources and independent advisers**

The Committee is to have access to adequate internal and external resources. The Committee may seek the advice of the Company's auditors, solicitors or other independent advisers (including external consultants and specialists) as to any matter pertaining to the powers or duties of the Committee or the responsibilities of the Committee, as the Committee may require.

#### **4.6 Minutes**

Minutes of meetings of the Committee must be kept by the Company Secretary and, after approval by the Committee chair, be presented at the next Board meeting. All minutes of the Committee must be entered into a minute book maintained for that purpose and will be open at all times for inspection by any director.

#### **4.7 Reporting**

The Committee chair will provide a brief oral report at the next Board meeting as to any material matters arising out of the Committee meeting. All directors will be permitted, within the Board meeting, to request information of the Committee chair or members of the Committee.

## **5 REVIEW**

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The Board will, at least once in each year, review the membership and charter of the Committee to determine its adequacy for current circumstances and the Committee may make recommendations to the Board in relation to the Committee's membership, responsibilities, functions or otherwise.