

# Nomination Committee Charter

Last approved by the Board of Directors: 16 July 2019

## 1 Purpose

The function of the Nomination Committee (the **Committee**) is to oversee the recruitment and selection of Directors, to advise on the appropriate composition of the Board and to oversee the Managing Director and Chief Executive Officer succession process.

## 2 Membership

The membership of the Committee is determined by the Board as set out below:

- The Committee is comprised of non-executive directors, with at least 3 members, a majority of whom are independent directors. Independence is determined according to the Independence of Directors Policy; and
- The Chairman of the Committee will be the Chairman of the Board (who is an independent director). Should the Chairman of the Committee be absent from any meeting, one of the other independent director members of the Committee present is to be appointed Chair of that meeting.

## 3 Authority

- The Committee is a committee of the Board and will have no authority independent of the functions delegated to it by the Board.
- The Committee is authorised by the Board to investigate any activity it deems appropriate consistent with its responsibilities and duties.
- To the extent the Committee deems necessary, it may, at APA Group's expense, retain legal, accounting, recruitment or other advisers.
- The Committee is authorised to seek any relevant information it requires from employees of APA Group in order to perform its duties.

## 4 Responsibilities

The Nomination Committee is responsible for:

- Assessing the size, diversity and composition of the Board, including the skills and experience required by the Board and the extent to which the required skills and experience are represented on the Board from time to time;

- The identification of individuals qualified to become Board members as additional members or to succeed existing members;
- Establishing processes and methodology for reviewing the performance of the Board, its Committees, the Chairman and individual Non-Executive Directors;
- Making recommendations to the Board regarding Director appointments and the structure of the Board and/or Committees;
- Making recommendations to the Board in relation to induction of new directors and the continuing professional development programs for directors; and
- Managing Director and Chief Executive Officer succession planning and overseeing the Managing Director and Chief Executive Officer appointment process.

## **5 Meetings**

- The Committee will meet at least twice a year, and more frequently if required by its Chairman.
- The Secretary of the Committee will be the Company Secretary or his or her designated representative.
- The Secretary of the Committee will be responsible for scheduling meetings, co-ordinating the preparation of the agenda, minutes and other supporting documents for the meeting.
- The agenda and supporting documentation will be circulated to the Committee members within a reasonable period in advance of each meeting. The Secretary of the Committee will circulate minutes of meetings to Members of the Committee.
- A quorum will consist of not less than two members.
- A duly convened meeting of the Committee at which a quorum is present shall exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

## **6 Reporting and referrals**

- The Committee will regularly update the Board about Committee activities and make appropriate recommendations.
- The Committee will prepare any reports required by law or listing rules or requested by the Board.
- The Committee Chairman will report to the next Board meeting on any matters under consideration. At the discretion of the Committee, the Chairman will refer matters considered to be of major importance (with the referral noted for the Board's information), to the Board or to other standing committees of the Board if they are within that committee's responsibilities.
- At the Board's request, any or all of the papers presented to the Committee will be made available to the Board and/or included in the Board papers.

- The minutes of each Committee meeting will be distributed to directors with the papers for the next Board meeting following the date of the Committee meeting.
- The Committee will also receive reports and referrals from the other standing committees of the Board on matters that are within its own responsibilities.

## **7 Review**

- This Charter should be reviewed and updated by the Committee annually and changes required should be recommended to the Board for approval.
- The Committee should annually review its own performance as part of the overall Board performance assessment process.