



Resource
Development
Group

Nomination Committee Charter



1 **Nomination Function: Nomination Committee Charter**

- 1.1 The Board of Directors is responsible for overseeing the selection and appointment of directors.
- 1.2 The role of the Nomination Committee is to make recommendations to the Board in relation to the recruitment, retention, termination arrangements, and the policies and procedures for the Managing Director and the non-executive Directors.
- 1.3 The Nomination Committee makes recommendations to the Board in relation to the necessary and desirable competencies of Directors, reviews Board succession plans, and recommends appointment and re-election of Directors and the Company Secretary.
- 1.4 The Nomination Committee develops and implements a process for evaluation of the continuing performance and competencies of the Board and its Committees.
- 1.5 The Committee will comprise at least three members all of whom must be non-executive Directors.
- 1.6 The Chairman of the Committee must be an independent Director.
- 1.7 A majority of the Committee's members will consist of independent Directors.
- 1.8 Members of the Committee shall be appointed for an initial three year term of office, after which their appointment may be subject to annual rotation.
- 1.9 The Committee shall assess the expertise required by Directors to adequately discharge the Board's duties having regard to the Company's business operations and financial objectives.
- 1.10 The Committee shall on a regular ongoing basis, assess the composition of the Board having regard to the above.
- 1.11 The Committee shall develop and implement a process for the identification of suitable candidates for Board positions and the positions of Company Secretary and Chief Financial Officer as appropriate.
- 1.12 The Company Secretary shall be appointed Secretary of the Nomination Committee.
- 1.13 Meetings shall be held at least twice a year and otherwise as frequently as required.
- 1.14 Any Committee member or the Company Secretary may call a meeting of the Committee.
- 1.15 Any person may be invited to attend meetings of the Committee. All Directors have a standing invitation to attend meetings of the Committee.
- 1.16 All meetings of the Committee shall be governed by the Constitution where the context allows.



- 1.17 A quorum of the Committee is two members.
- 1.18 The Committee is authorised by the Board to investigate any matter within the scope of its responsibility and will provide recommendations to the Board based on the outcome of its investigations.
- 1.19 The Committee shall have the authority to seek any information it requires from any officer or employee of the Company and such people will be instructed by the Board to respond to such enquiries.
- 1.20 The Committee is authorised to take such independent advice as it considers necessary, at the Company's cost, to assist the Committee in undertaking its duties.
- 1.21 The Chairman of the Committee shall report the findings and recommendations of the Committee to the Board after each Committee meeting.
- 1.22 The minutes of all Committee meetings shall be circulated to the Board.
- 1.23 The Committee shall submit an annual report to the Board summarising the Committee's activities during the year and the related significant results and findings. The report shall address all matters relevant to the Committee's role and responsibilities.