



# Nomination Committee Charter

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### 1. INTRODUCTION

This Charter has been developed and approved by the Board of DOOLEYS to outline the manner in which the Nomination Committee discharges its responsibilities.

### 2. ROLE OF THE NOMINATION COMMITTEE

The Committee is constituted as a Committee of the Club including pursuant to Rule 49 of the Club's Constitution to assist the Board in discharging its responsibilities by monitoring and advising on matters relating to, but not limited to:

- 2.1 Composition and performance of the Board (including Board diversity);
- 2.2 Appointment of the CEO and CEO succession planning;

### 3. MEMBERSHIP

- 3.1 The Board appoints the Nomination Committee members.
- 3.2 The Committee must be comprised of at least three Board members including the Chairman of the Board, all of whom are determined by the Board to be independent.
- 3.3 Each member is expected to:
  - 3.3.1 Have a reasonable knowledge of DOOLEYS and the industries in which it operates; and
  - 3.3.2 Have the capacity to devote the required time and attention to prepare for and attend Committee meetings.

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### 4. MEETING FREQUENCY

The Committee shall meet as required.

### 5. RESPONSIBILITIES

In performing its role, the responsibilities of the Nomination Committee include, but are not limited to:

#### 5.1 Board Composition and Performance

##### ***Composition – General***

- 5.1.1 Monitoring, reviewing and making recommendations to the Board on matters relating to the size and composition of the Board.
- 5.1.2 Formally assessing and making recommendations to the Board in relation to the appropriate mix of skills, experience, expertise and diversity required on the Board and assessing the extent to which the required skills are represented on the Board.
- 5.1.3 Making recommendations to the Board in relation to Board succession, including the succession of the Chairman, to maintain an appropriate mix of skills, experience, expertise and diversity on the Board.

##### ***Board Diversity***

- 5.1.4 Reviewing DOOLEYS policy in relation to Board diversity and making recommendations to the Board for amendments to that policy, as required.
- 5.1.5 Making recommendations to the Board regarding measurable objectives for achieving Board diversity.

##### ***Appointment, Election and Re-Election of Directors***

Prior to each annual general meeting, the Committee may recommend to the Board that they vote in favour of the re-election of the Directors due to stand for re-election, having regard to those Directors performance reviews, Nomination Committee recommendations and any other matters it considers relevant.

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- 5.1.6 Making recommendations to the Board regarding the appointment and reappointment of Directors.
- 5.1.7 Ensuring that an appropriate induction program is in place for all new Directors

### ***Performance***

- 5.1.8 Establishing, monitoring and making recommendations to the Board in relation to processes for the review of the performance of individual Directors, the Board as a whole and the operation of Board Committees, including (where appropriate) engaging external consultants.
- 5.1.9 Identifying, assessing and, where appropriate, developing plans to enhance Director Competencies.
- 5.1.10 Monitoring and reviewing the time commitment required by Directors to DOOLEYS Board matters having regard to Director's commitments to DOOLEYS and others.

### **5.2 Other**

Performing any other duties and undertaking or overseeing any specific projects as the Board may from time to time request.

## **6. AUTHORITY**

The Nomination Committee has delegated authority from the Board to fulfil its responsibilities including:

- 6.1 having access to adequate internal and external resources, including having access to management, employees and information relevant to its responsibilities under this Charter, through the Chairperson or the CEO; and
- 6.2 Obtaining independent advice, including engaging and receiving advice and recommendations from appropriate independent experts.

## **7. REPORTING RESPONSIBILITIES**

The Chairman of the Nomination Committee updates the Board regularly about matters relevant to the Nomination Committee's role, responsibilities, activities, and matters considered, discussed and resolved at Committee meetings.



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### **8. REVIEW OF NOMINATION COMMITTEE PERFORMANCE AND CHARTER**

8.1 In order to ensure that the Nomination Committee is fulfilling its duties, it:

8.1.1 Undertakes an annual self-assessment of its performance against the requirements of its Charter and provides that information to the Board

8.1.2 Provides any information the Board may request to facilitate its review of the Committee's performance and its members

8.2 The Nomination Committee reviews and assesses the adequacy of the Nomination Committee Charter annually, and seeks Board approval for any changes.

8.3 Amendments to the Charters are to be approved by the Board

### **9. MEETING PROCEDURES**

The Board and Board Committee Procedural Rules set out the procedures for meetings of the Committee.

### **10. MEETING PROCEDURES**

A quorum of the Nomination Committee is 2 members of the Board.