
NOMINATIONS COMMITTEE CHARTER

(ratified by the Board on 9 July 2011)

1. INTRODUCTION

The purpose of the charter is to document the objectives, responsibilities, and administration of the Nomination Committee which are delegated to the committee by the Board.

2. OBJECTIVES

The objectives of the Nomination Committee are to determine the pipeline of director nominees for election to the National Board of Directors, to identify and recommend candidates to fill vacancies occurring at the end of National Directors tenure, Division President tenure and casual vacancies between annual member meetings. To review, evaluate and recommend changes to the Company's Corporate Governance Guidelines.

3. RESPONSIBILITIES

The Committee's responsibilities will determine an appropriate and transparent process is in place for the effective succession planning and renewal for the Board, Board Committees and Division Councils.

Subject to the provisions of the Corporate Governance Guidelines, the principal responsibilities and functions of the Nomination Committee are as follows:

- Evaluate and report to the Board on process to effect the performance and effectiveness of the Board to facilitate the directors fulfilling their responsibilities in a manner that serves the interests of members of the Australian Institute of Company Directors;
- To recommend the appointment of the Chief Executive Officer (who may be a Director of the Board) and to review the performance of the Chief Executive Officer and the remuneration payable to the Chief Executive on an annual basis.
- Before recommending an incumbent, replacement or additional director, reviewing his or her qualifications, including capability, availability to serve, conflicts of interest, and other relevant factors;
- Assist in identifying, interviewing and recruiting candidates for the Board;
- Annually review the composition of each Board Committee and present recommendations for Committee memberships to the Board as needed;

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- Regularly review and make recommendations about changes to the charter of the Nomination Committee; and
- Regularly review and make recommendations about changes to the charters of other Board Committees after consultation with the respective Committee chairs.

The Committee also examines any other matters referred to it by Board.

4. ADMINISTRATION

Membership and attendance at meetings

- the Chair of the Committee is the Chairman of the board
- up to three (3) other members of the Committee are appointed by the Board. It is proposed that the Committees representatives will be made up of Division Presidents. Initially it is proposed that these be the Division Presidents from New South Wales, Victoria and Western Australia.
- a quorum of the Committee is any two (2) members of the Committee
- 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 advisers at its meetings
- the secretary of the Committee is the Australian Institute of Company Director's Company Secretary, or another person nominated by the committee chair.
- the Board may remove any member from the Committee at any time with or without cause.

Meetings of the Committee

- meetings are held not less than once a year, and special meetings may be convened as required.
- meetings may be held in person, by telephone or by video conference, or by any combination of these media.
- the secretary takes the minutes of the proceedings of all Committee meetings
- it is expected that regular reports be received by the Board on matters considered by the committee.

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Authority

The Board authorises the Committee within the scope of its responsibilities to:

- seek any information it requires from any employee or external party
- obtain outside legal or other independent professional advice
- request the attendance of any external party with relevant experience and expertise.

Board reporting

The Committee reports to the Board as necessary after each meeting and circulates the minutes to the Board as soon as practicable.

Review of charter and composition

The Board annually reviews the composition of the Committee and approves the Committee charter.