

# AUB GROUP LIMITED NOMINATION COMMITTEE – CHARTER

Effective 1<sup>st</sup> July 2020



## 1. ESTABLISHMENT

The Nomination Committee (**Committee**) is established by the Board of Directors of AUB Group Limited (**AUB Group or the Company**). This Charter set outs the composition, operation, role and responsibilities of the Committee.

## 2. PURPOSE

The purpose of the Committee is to assist the Board by:

- a) monitoring the size and composition of the Board;
- b) recommending individuals for nomination as members of the Board and its Committees;
- c) reviewing Board succession plans; and
- d) ensuring that the performance of members of the Board is reviewed.

## 3. MEMBERSHIP

- a) The Committee must be of sufficient size, independence and expertise to properly undertake and discharge its responsibilities.
- b) The Committee must have at least three (3) members, the majority of whom must be independent Directors as the term 'independence' is defined in the "Corporate Governance Principles and Recommendations" issued by the ASX Corporate Governance Council (Guidelines).
- c) The Committee Chair will be an independent Director nominated by the Board. Should the Chair of the Board Chair the Committee, a separate Chair will be appointed if and when the Committee is dealing with the appointment of a successor to the Chair.
- d) Committee members will be appointed by the Board and the Board may remove a Committee member from office at any time.

## 4. MEETINGS

- a) The Committee will meet at least once per annum or more often as is necessary for it to undertake and properly discharge its responsibilities.



- b) The Committee Chair may call a Committee meeting at any time, and must call a Committee meeting upon the request of any Committee member, the Board Chair, the CEO or the Group Company Secretary.
- c) The quorum for a Committee meeting is two (2) members, of whom a majority must be independent Directors.
- d) The Committee may invite other persons to attend its meetings, either as a matter of course or on an ad hoc basis.

## 5. COMMITTEE SECRETARY

- a) The Committee Secretary will be a person nominated by the Board or if no such person is nominated, the Group Company Secretary.
- b) The Committee Secretary, in conjunction with the Committee Chair, must prepare Committee papers for each Committee Meeting and distribute them to Committee members and other persons invited to attend Committee meetings as a matter of course at least two (2) business days before the meeting.
- c) The Committee Secretary will prepare minutes of each Committee meeting, and once they are approved by the Committee Chair, forward a copy of them to the Group Company Secretary for inclusion in the papers of the next Board meeting.

## 6. REPORTING

- a) The Committee Chair must report on the proceedings of the Committee to the next Board meeting after each Committee meeting.
- b) All Board members must inform the Chair of the Board or the Committee Chair before accepting any new appointment as a director of another listed entity, any other material directorship or any other position with a significant time commitment attached.

## 7. RESPONSIBILITIES

- a) The Board has the responsibility to disclose:
  - (i) this Charter and members of the committee on the Company website; and
  - (ii) as at the end of each reporting period, the number of times the Committee met throughout the period and the individual attendances of the members at those meetings.
- b) The role of the Committee is to review and make recommendations to the Board. In addition to any other matters which may be delegated to the Committee by the Board (including special assignments), the Committee is responsible for:



#### *Size and composition of the Board*

- a) reviewing the size and composition of the Board so that the requirements of the business can be met and making recommendations on appropriate changes to the composition of the board and its committees can be managed without undue disruption. However, it should not be so large as to be unwieldy;
- b) providing an efficient and effective mechanism to bring the transparency, focus and independent judgement needed on decisions regarding the composition of the board;
- c) providing advice on the necessary and desirable competencies of Directors;
- d) making recommendations for the appointment and removal of Directors. The Board will ensure consideration is given to appropriate diversity of membership to avoid entrenching “group think” or other cognitive biases;
- e) making recommendations, in a timely manner, whether or not Directors whose term of office is expiring should be proposed for re-election at the Company's next annual general meeting;
- f) ensuring an appropriate number of independent non-executive directors who can challenge management and hold them to account, and also represent the best interests of the AUB Group and its security holders as a whole rather than those of individual security holders or interest groups. In determining independence, the Committee will consider and disclose Recommendation 2.3 of the Guidelines;

#### *New Directors*

- g) developing policies and procedures for the selection and appointment of Directors;
- h) the process for recruiting a new director, including evaluating the balance of skills, knowledge, experience, independence and diversity on the board and, in the light of this evaluation, preparing a description of the role and capabilities required for a particular appointment;
- i) identifying individuals who may be qualified to become Directors, having regard to such factors as the Committee considers appropriate, including:
  - judgment skill and experience;
  - diversity;
  - the interplay of the candidate's experience with the experience of existing Directors;
  - the extent to which the candidate would be a desirable addition to the Board and any Board Committees;
  - the candidate’s other Board roles and commitments;



- any potential conflicts of interest; and
  - the Guidelines;
- j) ensuring that there is an effective induction program for new Directors and reviewing its effectiveness;

#### *Board Committees*

- k) identifying Directors qualified to fill vacancies on Board Committees and making recommendations to the Board accordingly, having regard to such factors as the Committee considers appropriate, including the Charter of the particular Board Committee, the Director's experience, the interplay of the Director's experience with the experience of other Committee members, and the Guidelines;

#### *Succession Plans*

- l) reviewing Board succession plans as needed to ensure it maintains an appropriate balance of skills, experience and expertise;
- m) ensuring there are plans in place to manage the succession of the CEO and other senior executives;

#### *Performance*

- n) considering the time needed to fulfil the roles of Chair and non-executive Director;
- o) developing Board renewal procedures;
- p) establishing a formal, rigorous and transparent process for the appointment and reappointment of directors to the Board;
- q) developing and implementing a continuing professional development program for identifying, assessing and enhancing Director competencies; and
- r) evaluating the performance of the Board, its committees and each Director once every 2 years and establishing procedures for the Committee to oversee the evaluation of the performance of the Board, its committees and each Director, including an assessment of whether each Director has devoted sufficient time to their duties.

## **8. AUTHORITY**

- a) The Committee may, within the scope of its responsibilities:
- (i) investigate any matter coming to its attention with full access to all books, resources and facilities of the Company;
  - (ii) seek any information or assistance it requires from any officer or employee of the Company,



who will be directed by the Company to provide that information or assistance, or from any external party;

- (iii) obtain, at the Company's expense, such external advice and assistance as it considers necessary to properly undertake and discharge its responsibilities; and
  - (iv) ensure the attendance of officers and employees of the Company at Committee meetings as it considers appropriate.
- b) The Committee may, in its discretion, delegate specific responsibilities to a sub-committee of one or more members of the Committee on such terms, not inconsistent with the Charter, as it considers appropriate.
- c) The Committee has no executive powers with regard to its findings and recommendations.

## 9. REVIEW

The Committee will, on a periodic basis, undertake a review of this Charter to ensure its ongoing effectiveness and consistency with the Committee's authority, objectives and responsibilities.

Any amendments to the Charter or membership are to be approved by the Board.

## 10. MATERIAL REVISIONS

Version	Approval Date	Effective Date	Details
1.0	24 April 2017	24 April 2017	Policy approved by AUB Group Board.
2.0	1 July 2020	1 July 2020	Policy approved by AUB Group Board.