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Nominations Committee Charter of Australian Computer Society Limited

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Nominations Committee Charter

1. PURPOSE

The purpose of this Charter is to document the objectives, responsibilities, composition and administration of the Nominations Committee (**Committee**) of the Board of the Australian Computer Society Limited (**Company**).

Defined terms in this Charter have the same meaning as in the Constitution of the Company.

2. OBJECTIVES

The objectives of the Committee are to determine the future director nominees for election to the Board of Directors of Company (**Board**), to identify and recommend candidates to fill vacancies, and to manage casual vacancies between annual general meetings (**AGM**).

3. RESPONSIBILITIES

- (a) The principal responsibilities and functions of the Committee are as follows:
- (i) annually review the composition of each Board committee and present recommendations for Board committee memberships to the Board as needed;
 - (ii) facilitate a nominations process for election to the Board of Directors in accordance with clause 4.
 - (iii) before recommending an incumbent, replacement or additional director, reviewing his or her qualifications and experience, including capability, availability to serve, independence and other relevant factors (including appropriate background checks);
 - (iv) assist in identifying, interviewing and recruiting candidates for the Board with a view to achieving an appropriate balance of skills, knowledge, experience, independence and diversity to discharge the Board's duties and responsibilities, and maintaining a board skills matrix to assist the Committee with this purpose;
 - (v) develop and periodically review and recommend to the Board appropriate revisions to the Company's corporate governance framework to the extent the Company's corporate governance framework is applicable to the Committee's objectives and responsibilities, including the Company's Constitution, By-Laws and corporate governance policies;
 - (vi) monitor compliance with the Company's corporate governance policies to the extent such policies are applicable to the Committee's objectives and responsibilities;
 - (vii) make recommendations about changes to the charters of other Board committees which arise during the course of matters considered by the Committee from time to time and after consultation with the respective Board committee chairs to the extent those charters are applicable to the Committee's objectives and responsibilities; and
 - (viii) perform any function expressly set out in the charters of other Board committees as being the responsibility of the Committee.

- (b) The Committee also examines any other matters referred to it by the Board. The Committee will act in accordance with any protocol observed by the Board from time to time as being applicable to the Committee's objectives, responsibilities, composition or administration.

4. NOMINATIONS PROCESS FOR ELECTION TO THE BOARD

- (a) At least 8 weeks prior to the issuing of a Notice of Meeting of AGM of the Company, the Committee must call for nominations to fill any upcoming vacancy on the Board.
- (b) A member may only be nominated for consideration by the Committee if:
 - (i) he or she is nominated by:
 - A. a Director of the Company;
 - B. another member of the Company; or
 - C. 5 other members of the Company who are members of the Professional Group (a member who is nominated under this provision is known as a **Minimum Threshold Nominee**); and
 - (ii) he or she consents to the nomination.

A member who has been nominated for consideration by the Committee is known as a **Nominee**.
- (c) At least 3 weeks prior to the issuing of a Notice of Meeting of AGM of the Company, the Committee must present to the Board a list of Nominees whom the Committee recommends should be put forward for consideration as candidates at the AGM (**Election Candidates**).
- (d) The Committee must not present such number of Election Candidates that is greater than the number of vacancies to be filled at the AGM multiplied by 5 (**Maximum Candidate Number**). For the avoidance of doubt but subject to clause 4(e), Committee may put forward such number of Election Candidates that is less than the Maximum Candidate Number.
- (e) Where there is at least one Minimum Threshold Nominee and:
 - (i) the number of Minimum Threshold Nominees is equal to or less than the number of vacancies to be filled at the AGM, the Committee must include as Election Candidates all such Minimum Threshold Nominees; and
 - (ii) the number of Minimum Threshold Nominees is greater than the number of vacancies to be filled at the AGM, the Committee must include as Election Candidates such number of Minimum Threshold Nominees that is equal to or greater than the number of vacancies to be filled at the AGM.
- (f) The Committee may, but is not required to, make a recommendation to the Board as to whether members should vote for or against the election of each Election Candidate and provide its reasons for such recommendation.
- (g) The Committee may also consider candidates to fill a casual vacancy arising from time to time in accordance with such procedures as the Committee may consider appropriate in the circumstances.

5. NOMINATIONS PROCESS FOR OTHER BODIES

- (a) The Board may assign responsibility of to review, recommend and/or appoint persons to any other body of the Company (such as Divisional Councils) as the Board decides from time to time. In those circumstances, the Nominations Committee must perform its duties in accordance with any charter, rules or processes as approved by the Board.

6. COMPOSITION AND MEETINGS

6.1 Membership and attendance at meetings

- (a) The Committee comprises up to 5 members (at least one of which is to act as Chair of the Committee) including:
 - (i) a minimum of 2 members from the Board;
 - (ii) 2 additional member who is a member of the Professional Group but is not a member of the Board; and
 - (iii) 1 additional independent member who need not be a member of the Company.
- (b) A quorum of a meeting of the Committee is any 3 members of the Committee.
- (c) The Committee may invite other people to attend Committee meetings, as it considers necessary, and may from time to time request presentations from internal and external advisers at its meetings.
- (d) The secretary of the Committee is the Company Secretary, or another person nominated by the Chair.
- (e) The Board may remove any member from the Committee at any time with or without cause.
- (f) The members of the Committee may by majority vote appoint one of their number as the Chair of the Committee.
- (g) If the Chief Executive Officer of the Company is a member of the Committee, the Chief Executive Officer must not act as Chair of the Committee.

6.2 Meetings

- (a) Meetings are held at least 4 times per year, and special meetings may be convened as required.
- (b) Meetings may be held in person, by telephone or by video conference, or by any combination of these media.
- (c) The secretary, or other person nominated by the Chair, takes the minutes of the proceedings of all Committee meetings.

6.3 Authority

- (a) The Board delegates authority to the Committee within the scope of its responsibilities to:
 - (i) take actions necessary or desirable to comply with its responsibilities;
 - (ii) seek any information it requires from any employee or external party;
 - (iii) obtain outside legal or other independent professional advice; and

- (iv) request the attendance of any external party with relevant experience and expertise.
- (b) The Committee has the authority to make recommendations to the Board in relation to those matters within the scope of its responsibilities. The recommendations of the Committee are binding on the Board insofar as those recommendations relate to the number and identity of the Election Candidates. Any other recommendations of the Committee are not binding on the Board.

6.4 Delegation

The Committee may, at its discretion, delegate some or all of its objectives and responsibilities to the Chair and may delegate any of its objectives and responsibilities to a sub-committee of the Committee.

6.5 Board reporting

The Committee reports to the Board after each meeting of the Committee. The report must cover the findings and recommendations of the Committee. The minutes of all Committee meetings must be circulated to the Board as soon as practicable.

6.6 Review of Charter and composition

- (a) The Committee will at least annually review its composition and Charter and recommend any changes to the Board. The Committee may review this Charter at other times deemed necessary by the Committee or the Board.
- (b) The Board, will at least annually review the composition of the Committee and this Charter.
- (c) The Committee will at least annually review its performance as a Committee.