



**NOMINATION AND GOVERNANCE
COMMITTEE CHARTER**

FEBRUARY 2008

NOMINATION AND GOVERNANCE COMMITTEE CHARTER

1. CONSTITUTION

1.1 The Nomination and Governance Committee (the Committee) has been established by resolution of the Board of Directors (the Board).

2. OBJECTIVE

2.1 The primary objective of the Committee is to assist the Board to fulfil their corporate governance and oversight responsibilities in relation to:

- Board structure, membership, tenure and succession planning;
- Director induction and training;
- Board, Board Committee and individual Director – performance assessment;
- Chief Executive Officer conditions of employment;
- overall Corporate Governance policies and procedures;
- emerging trends in best practice Corporate Governance.

3. MEMBERSHIP

3.1 The Committee will comprise no less than three (3) and no more than five (5) members appointed by the Board, all of whom shall be independent non-executive Directors.

3.2 Members will be appointed for a three (3) year term of office (or such shorter time as they remain in the office of Director) and, subject to continuing to be a Director, are eligible for re-appointment at the end of their term in office.

3.3 The Chair of the Committee (the Committee Chair) will be appointed by the Board from time to time. The Committee Chair will be an independent non-executive Director.

3.4 Any Director may attend any Committee meeting at any time.

4. SECRETARY

4.1 The Company Secretary or the Assistant Company Secretary shall be secretary (the Secretary) of the Committee and shall assist with agenda and Committee paper circulation and keep and circulate the minutes of the meetings.

5. MEETINGS

5.1 The Committee will hold at least three (3) meetings per year to enable it to undertake its role effectively.

5.2 A simple majority of Committee members will constitute a quorum.

6. AUTHORITY

6.1 The Committee recognises that there is a direct link between the identification of suitable Board candidates, their appointment, subsequent performance and their compensation.

- 6.2 The Committee acknowledges that the Remuneration Committee is responsible for determining the appropriate compensation structure for the Board of Directors. The Remuneration Committee has agreed to consult with the Committee on all Board compensation matters and to ensure the Committee is formally copied on any recommendations relating to Board compensation.
- 6.3 The Committee is authorised to investigate any activity within its Charter. It is authorised to seek any information it requires from any employee and all employees are directed to co operate with any request made by the Committee.
- 6.4 The Committee is authorised to obtain outside legal advice or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this is necessary.
- 6.5 The Committee will have unlimited access to senior management of the Company.
- 6.6 The Committee is authorised to make decisions on all matters within its Charter.
- 6.7 Committee recommendation/s on the appointment of new Director/s will be referred to the Board.
- 6.8 Outcomes of the Board, Board Committee and individual Director performance assessments will be referred to the Board or Chair of the Board as appropriate.

7. REPORTING PROCEDURES

- 7.1 The secretary will circulate the minutes of the Committee to all members of the Committee for comment and agreement before being signed by the Committee Chair. The minutes will be included for noting within the Board papers for the next Board meeting.
- 7.2 The Committee will be responsible for reviewing and signing off on the disclosure in the Company's Annual Report of the role and activities of the Committee and the reporting against all of the Principles of Good Corporate Governance and Practice.

8. RESPONSIBILITIES

The responsibilities of the Committee are as follows:

8.1 Board Structure, Membership, Tenure and Succession Planning

- developing and regularly reviewing a policy on Board structure, criteria for membership, tenure, retirement, and succession planning;
- developing and regularly reviewing a 'best practice' Director service agreement;
- identifying and screening specific candidates for nomination.

8.2 Director Induction and Training

- ensuring there is an appropriate induction and orientation program in place for newly appointed Directors, such program to be reviewed at least annually;
- ensuring that all existing Directors have access to and benefit from a regular continuing education program concerning the activities of the Company, issues and opportunities, governance issues generally and duties and responsibilities as Directors (including attendance at external courses), such program to be reviewed at least annually.

8.3 Board and Individual Director Performance Assessment

- establishing performance assessment criteria and methods of assessment for performance review of the Board as a whole, Board Committee performance and individual Directors;
- ensuring the performance of the Board and its members is reviewed on at least an annual basis.

8.4 Chief Executive Officer Conditions of Employment

- establishing a best practice set of employment terms and conditions for the recruitment of the Chief Executive Officer.

8.5 Chief Executive Officer Annual STI KPI's

- in conjunction with the Remuneration Committee, setting annually with Chief Executive Officer the short term incentive key performance indicators for the coming year and allocate same to the incentive based remuneration framework and levels recommended by the Remuneration Committee.

8.6 Overall Corporate Governance Policies and Procedures

- ensuring the Board reviews, at least annually, its compliance with the Principles of Good Corporate Governance and Practice any other applicable law in respect of overall corporate governance and reporting.

8.7 Emerging Trends in Best Practice Corporate Governance

- ensuring the Board is familiarised with emerging trends/ practices in best practice Corporate Governance.

9. SELF ASSESSMENT

- 9.1 The Committee will review the performance of the Committee on an annual basis in accordance with the performance assessment approach determined by the Nomination and Governance Committee. This will include an annual review of the Committee's Charter.

10. ACCESS TO CHARTER

- 10.1 The Charter will be made available to all Directors and Committee members, management, internal and external auditors, shareholders and other interested parties, as appropriate.