

Nominations Committee Charter

1. Purpose

This Committee Charter (**Charter**) sets out the role, responsibilities, structure and processes of the Nominations Committee of AustCham Shanghai (**the Company**).

2. Roles and Responsibilities

- 2.1 The role of the Nominations Committee is to assist and advise the Board in fulfilling its responsibilities to members of AustCham Shanghai on:
- (a) matters relating to the composition, structure and operation of the Board
 - (b) matters relating to senior executive selection and performance
 - (c) matters relating to determination of new members to the Company
- 2.2 The Nominations Committee is not a policy making body, but assists the Board by implementing Board policy and recommending nominations which require Board approval.

3. Board Objectives

The objectives of the Committee are to:

- (a) Provide assurance that the Board has the effective composition, size and commitment to adequately discharge its responsibilities and duties.
- (b) Conduct searches for new Board members and recommend preferred candidates to the Board.
- (c) Assess the extent to which the necessary and desirable competencies are represented on the Board.
- (d) Recommend required Board competencies, number and profiles of Board members.
- (e) Ensure that Board succession plans are in place to maintain the required competencies, number and profiles of Board members.
- (f) Review the nominations received from members who wish to be appointed to the Board in accordance with the preferred criteria and guidelines set out below.
- (g) Continually monitor Board membership and structure to ensure that there is appropriate representation on the Board from across the membership.

- (h) Develop a process for evaluating the performance of the Board.
- (i) Ensure that Board elections are held in accordance with the policy and procedures approved by the Board, including the appointment of an Election Auditor.

4. CEO and Senior Executive Objectives

The objectives of the Committee include:

- (a) Conducting searches for the Chief Executive Officer and senior executives and recommending preferred candidates to the Board
- (b) Ensuring that succession plans are in place
- (c) Upon guidance from the Board Chairman, participate in the process for evaluating the performance of the Chief Executive Officer and senior executives

In discharging their responsibilities, the Committee members have a duty to act in the best interests of the Company as a whole, irrespective of personal, professional, commercial or other interest, loyalties or affiliations and to take the Company's interest into consideration with candidates for Board members.

5. Composition

- 5.1 The Nominations Committee is a committee of the Board.
- 5.2 The Committee will consist of three members of the Board. The Board, on recommendation of the Chairman of the Board, will appoint Nominations Committee members and the Chair of the Committee.
- 5.3 Membership of the Nominations Committee is reviewed annually and members are eligible for reappointment.
- 5.4 Each Nominations Committee member will be non-executive. Directors on the Board whose position is up for re-election at the next Board election are not eligible to be a member of the Nominations Committee.
- 5.5 The Chair of the Committee must be non-executive and must not also be the Chairman of the Board.

6. Meetings

- 6.1 The Nominations Committee will hold meetings at least twice each year and additionally as it considers necessary.
- 6.2 A quorum will be all three of the members.
- 6.3 All Committee members are expected to attend each meeting in person or through other approved means such as teleconferencing and video conferencing.

- 6.4 The notice and agenda of a meeting will include relevant supporting papers.
- 6.5 The Committee may invite other people to attend as it sees fit, and consult with other people or seek any information it considers necessary to fulfill its responsibilities.
- 6.6 The Committee Chairman will communicate the recommendations of the Committee to the Board at the following Board Meeting.

7. Secretariat Duties

- 7.1 The Company Secretary or another delegated person undertakes the duties of secretariat.
- 7.2 Proceedings of all meetings are minuted, ratified by members in attendance and signed by the Committee Chairman.
- 7.3 The Company Secretary will undertake the call for nominations to the Board, as specified by the Nominations Committee.
- 7.4 Once the nominations received have been assessed and recommendations made, the Committee advises the Board in accordance with its delegation.
- 7.5 The Board makes a decision to promote an ideal Board composition based on the Committee's recommendations.

8. Nomination Criteria

When reviewing a nomination for directorship, the Committee must take into account:

- (a) The level of seniority in the nominee's workplace.
- (b) Previous and other directorial experience.
- (c) The level of further education undertaken by the nominee.
- (d) The standing of the nominee in the community.
- (e) Qualifications.
- (f) Skills set of the nominee to complement the skill set of the Board.
- (g) Industry/professional sector of the nominee to ensure the diversity on the Board, keeping in mind the composition of the membership at large.
- (h) Consideration of their experience as a recognised thought leader and team player.
- (i) Declared/apparent conflict of interest.
- (j) Any other attributes that the Nominations Committee believes will benefit the Company.

9. Voting

Any matters requiring a decision will be decided by consensus.

10. Reporting to the Board

The Chair of the Committee is to report to the Board following each committee meeting. The manner of reporting may be by distribution of a copy of the minutes supplemented by other necessary information, including recommendations requiring Board action and/or approval.

11. Review

- 11.1 The Committee will review its performance on an annual basis. The review may be conducted as a self-assessment and will be coordinated by the Chair. The assessment may seek input from any person.
- 11.2 The Committee should review this charter and its composition annually to ensure that it remains consistent with the Board's objectives and its responsibilities. The Board should consider the committee's review and either approve or further review the committee's charter and/or composition.