



# Nomination Committee Charter

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**Fairfax Media Limited**

008 663 161

Adopted by the Board on 12 October 2017

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# Committee charter

## 1 Membership of the Committee

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The Committee must consist of:

- a minimum of 3 members;
- all independent directors; and
- an independent director as chair.

The Board may appoint additional members to the Committee or remove and replace members of the Committee by resolution. Members may withdraw from membership by written notification to the Board.

Non-committee members may attend all or part of a meeting of the Committee at the invitation of the Committee chair.

The Company Secretary, or his or her delegate, must attend all Committee meetings as minute secretary.

## 2 Role and responsibilities

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The responsibilities of the Committee are as follows:

- (a) Assist the Board to develop a board skills matrix setting out the mix of skills, expertise, experience and diversity that the Board currently has or is looking to achieve in its membership.
- (b) Review and recommend to the Board the size and composition of the Board, including review of Board succession plans and the succession of the Chairman, having regard to the Board skills matrix and the objective that the Board comprise directors with a broad range of skills, expertise and experience from a broad range of backgrounds, including gender.
- (c) Review and recommend to the Board the criteria for nomination as a director and the membership of the Board more generally, including:
  - making recommendations for the re-election of Directors, subject to the principle that a Committee member must not be involved in making recommendations to the Board in respect of themselves; and
  - assisting the Board to identify qualified individuals for nomination to the Board, in accordance with the policy outlined in section 3.
- (d) Assist the Board in relation to the performance evaluation of the Board, its Committees and individual directors;
- (e) Ensure that processes are in place to support director induction and ongoing education and regularly review the effectiveness of these processes.

## 3 Policy, procedure and disclosure of the selection and appointment of new directors

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### 3.1 Policy

Factors to be considered when reviewing a potential candidate for Board appointment include without limitation:

- the skills, experience, expertise and personal qualities that will best complement Board effectiveness and promote Board diversity having regard to:
  - the Board skills matrix; and
  - the existing composition of the Board;
- the capability of the candidate to devote the necessary time and commitment to the role (this involves a consideration of matters such as other Board or executive appointments); and
- potential conflicts of interest, and independence.

### 3.2 Procedure

- (a) Background information in relation to a potential candidate should be provided to all directors.
- (b) The identification of potential director candidates may be assisted by the use of external search organisations as appropriate.
- (c) Appropriate checks should be undertaken in relation to all potential candidates.
- (d) All new Board appointments should be confirmed by letter in the standard format as approved by the Board or the Committee from time to time.

### 3.3 Disclosure

The Committee will recommend to the Board the disclosures to be included in the Annual Report relating to the following:

- the process by which candidates are identified and selected, including whether external search organisations are used and the background checks undertaken;
- the steps taken to ensure that a diverse range of candidates are considered; and
- the factors taken into account in the selection process, including whether a board skills matrix is used to identify any 'gaps' in the skills and experience of the directors on the Board.

## 4 Re-election of directors

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The Committee will review each of the directors who are seeking re-election in light of their independence, performance review, the Company's succession plans and any other factor considered relevant. On the basis of its review, the Committee will make a recommendation to the Board regarding the director's re-election.

## 5 Review

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The Board will, at least once in each year, review the membership and charter of the Committee to determine its adequacy for current circumstances and the Committee may make recommendations to the Board in relation to the Committee's membership, responsibilities, functions or otherwise.

## 6 Administrative matters

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The proceedings of the Committee will be conducted in accordance with provisions set out in Attachment 1.

# Attachment 1

## Administrative matters and procedures

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### **Meetings**

The Committee will meet as often as the Committee members deem necessary in order to fulfil their role.

### **Quorum**

The quorum is at least 2 members.

### **Convening and notice of meeting**

Any member may, and the Company Secretary must upon request from any member, convene a meeting of the Committee. Notice will be given to every member of the Committee, of every meeting of the Committee.

### **Independent advice**

The Committee may seek the advice of the Company's auditors, solicitors or other independent advisers, consultants or specialists as to any matter pertaining to the powers or duties of the Committee or the responsibilities of the Committee.

### **Minutes**

Minutes of meetings of the Committee must be kept by the Company Secretary. All minutes of the Committee must be entered into a minute book maintained for that purpose and be available for inspection by any director.

### **Reporting**

It is intended that a report of the actions of the Committee be reported to the next Board meeting following a meeting of the Committee.

The Committee chair will, if requested, provide an oral report as to any material matters arising out of the Committee meeting. All directors may, within the Board meeting, request information of members of the Committee.