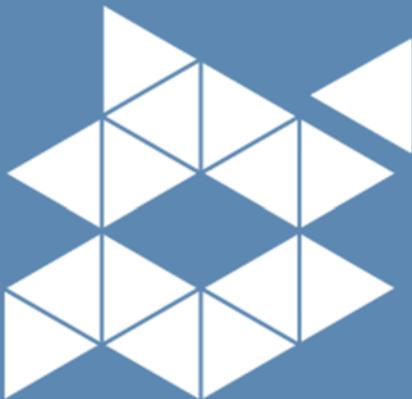




# NOMINATION COMMITTEE CHARTER

June 2016



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## 1 Composition

The Committee must consist of:

- A minimum of 3 members;
- A majority of non executive directors with a view to moving to independent directors over time; and
- (if possible) an independent director as chair.

The Board may appoint such additional directors to the Committee or remove and replace members of the Committee by resolution.

Non committee members, including members of the Board or management may attend all or part of a meeting of The Committee at the invitation of the Committee chair.

The Company Secretary should attend all Committee meetings as minute secretary.

## 2 Role & responsibilities

The responsibilities of the Committee are as follows:

- a. 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 and CEO, having regard to the fact that the Board should comprise Directors with a broad range of skills, expertise and experience from a diverse range of backgrounds, in accordance with the Energy Action Diversity policy.
- b. Review and recommend to the Board the criteria for Board membership, including assessment of necessary and desirable competencies of Board members.
- c. Review Board membership and make recommendations to the Board regarding its membership, including recommendations for the appointment and reselection of Directors, and where necessary propose candidates for consideration by the Board, subject to the principle that a Committee member must not be involved in making recommendations to the Board in respect of themselves.
- d. Assist the Board as required in relation to the performance evaluation of the Board, its committees and individual directors, and in developing and implementing plans for identifying, assessing and enhancing director competencies.
- e. Review and make recommendations in relation to any corporate governance issues as requested by the Board from time to time.
- f. Review the Board Charter on a periodic basis, and recommend any amendments for Board consideration.
- g. Review the time expected to be devoted by non-executive directors in relation to the Company's affairs.
- h. Ensure that an effective induction process is in place and regularly review its effectiveness.

- i. On an annual basis, review the effectiveness of the Diversity Policy, its objective and the strategies aimed at achieving the objective, and report to the Board recommending any changes to those strategies or the way they are implemented.
- j. In accordance with the Diversity Policy, on an annual basis, review the proportion of women who are employed by the Company as a whole, in senior management positions and who are on the Board and submit a report to the Board, which outlines the Committee's findings.

### **3 Policy & procedure for selection & appointment of new directors**

- a. 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;
  - the existing composition of the Board, having regard to the factors outlined in the Diversity Policy aimed at affording the Board the benefits of diversity among its Directors;
  - the capability of the candidate to devote the necessary time and commitment to the role. This involves a consideration of other commitments including matters such as other Board or executive appointments; and
  - potential conflicts of interest, and independence.
- b. Detailed background information in relation to a potential candidate should be provided to all directors.
- c. The identification of potential director candidates may be assisted by the use of external search organisations as appropriate.
- d. An offer of a Board appointment must be made by the chair only after having consulted all directors, with any recommendations from the Committee having been circulated to all directors.
- e. 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.

### **4 Administrative Matters**

#### **4.1 Meetings**

The Committee will meet as often as the Committee members deem necessary in order to fulfill their role, but must meet annually as a minimum.

#### **4.2 Quorum**

The quorum is at least 2 members.

#### **4.3 Convening & 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 at the member's advised address for service of notice (or such other pre-notified interim address where relevant), but there is no minimum notice period and acknowledgement of receipt of notice by all members is not required before the meeting may be validly held.

#### 4.4 Chair

The Board will appoint the Chair of the Committee (who must not be the Chair of the Board). In the absence of the Committee chair, the Committee members must elect one of their number as chair for that meeting.

#### 4.5 Access to resources & independent advisers

The Committee is to have access to adequate internal and external resources. For example, the Committee may seek the advice of the Company's auditors, solicitors or other independent advisers (including external consultants and specialists) as to any matter pertaining to the powers or duties of the Committee or the responsibilities of the Committee, as the Committee may require.

#### 4.6 Minutes

Minutes of meetings of the Committee must be kept by the Company Secretary and, after approval by the Committee Chair, be presented at the next Board meeting. All minutes of the Committee must be entered into a minute book maintained for that purpose and will be open at all times for inspection by any director.

#### 4.7 Reporting

It is intended that a report of the actions of the Committee and a copy of the minutes of the Committee meeting or both will be included in the Board papers for the Board meeting next following a meeting of the Committee. The Committee chair will, if requested, provide a brief 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.

## 5 Review

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.