

## **Nominations Committee Charter**

Adopted on 20 May 2004

The Board has established a Nominations Committee which operates pursuant to this Charter.

### **The Role and Responsibilities of the Committee**

- § To review and make recommendations to the Board on the composition of the Board and the criteria for Board and Board Committee membership.
- § To evaluate Board performance at least annually.
- § To evaluate the performance of all Directors at least annually.
- § To establish and review annually a Board succession plan which maintains an appropriate balance of skills, experience and expertise on the Board.
- § To establish and review annually a plan for identifying, assessing and enhancing director competencies.
- § To recommend the appointment and removal of directors.
- § To establish a performance evaluation process.

### **Composition of the Committee**

- § The Committee shall comprise of at least three non-executive directors.

### **Meetings of the Committee**

- § The Committee shall meet at least annually.

### **Guidelines and Recommendations to be considered by the Committee regarding Board Composition and Commitment**

- § The Board is to be of a size and composition conducive to expedient decision making.
- § Its members are to have a variety of perspectives and skills which are in the best interests of the Company as a whole rather than of individual shareholders or interest groups.
- § Individual Board members must have the necessary time to devote to Board issues.

- § To support their candidature for directorship, non-executive directors should provide the Nominations Committee with details of other commitments and an indication of the time involved.
- § They must specifically acknowledge, prior to appointment, that they will have sufficient time to meet what is expected of them and that they will inform the Board on accepting any new appointments.
- § The Nominations Committee is responsible for evaluating the performance of the Board, its Committees and individual directors including Executive Directors.
- § The Nominations Committee may make use of external consultants where appropriate.