



## **GALE PACIFIC LIMITED**

ACN 082 263 778

# **NOMINATION COMMITTEE CHARTER**

Approved By the Board on 16 November 2005

### **GENERAL SCOPE AND AUTHORITY**

The Gale Nomination Committee (the Committee) is a Committee of the Board of Gale Pacific Limited. Proceedings and meetings of the Committee will be governed by the provisions of the Company's Constitution regulating the meetings and proceedings of the Board in so far as they are applicable and not inconsistent with this Charter.

### **ROLE OF THE NOMINATION COMMITTEE**

The primary purpose of the Nomination Committee is to support and advise the Board in fulfilling its corporate governance and oversight responsibilities in ensuring that the Board is comprised of individuals who are best able to discharge the responsibilities of directors having regard to the law and the highest standards of governance.

The Committee reviews and amends this charter regularly to reflect current best practice in corporate governance and the duties and responsibilities of Board Committees.

## **1. Authority**

In executing its responsibilities, the Committee has unlimited access to senior management. It also has the Board's authority to:

- seek information it requires from employees and external parties;
- obtain outside legal or other professional advice; and
- ensure Company officers attend Committee meetings as appropriate.

## **2. Composition**

- 2.1 The Committee will consist of at least three directors, a majority of whom must be independent. The Board will appoint the Chair of the Committee, who will be independent and formally approve all changes to members.
- 2.2 Management shall make available to the Committee a person to act as secretary of the Committee and to take minutes of Committee meetings.

## **3. Meetings**

- 3.1 The Committee shall meet as frequently as required but not less than once a year.
- 3.2 Any Committee member or the Secretary may call a meeting of the Committee.
- 3.3 A notice of each meeting confirming the date, time, venue and agenda shall be forwarded to each member of the Committee (with a copy to all Board Members) at least one week prior to

the date of the meeting. The notice for members will include relevant supporting papers for the agenda items to be discussed.

3.4 The Chairperson of the Committee, or delegate, shall report to the Board following each meeting.

#### **4. Duties & Responsibilities**

4.1 The Committee shall review and recommend to the Board:

- the Board's size and composition;
- succession plans for the Board;
- criteria for Board membership;
- whether current and potential directors may be deemed 'independent';
- candidates for Board vacancies; and
- corporate governance issues relating to its membership.

4.2 Having regard to the skills required and the skills represented, the Committee shall implement a process for the identification of suitable candidates for appointment to the Board of non-executive directors.

4.3 The Committee shall make recommendations to the Board on candidates it considers appropriate for appointment. The Board as a whole will meet with the short listed candidates and finalise an appointment

4.4 A member of the Committee shall not participate in the review of his or her own performance.

#### **5. Independence of Directors**

5.1 The Board will regularly assess whether each director is independent having regard to the ASX Corporate Governance Guidelines.

5.2 If notwithstanding some variance with the Guidelines the Board still considers a director to be independent, it must clearly state the reasons for this decision in the Annual Report. If the independent status of a director is lost, a disclosure will be made to the market immediately.

#### **6. Reporting Requirements**

6.1 The Committee will:

- update the Board about Committee activities and make appropriate recommendations in a timely manner; and
- ensure the Board is aware of matters that may significantly impact the affairs of the business in relation to its mandate.