



LIVING AND LEISURE AUSTRALIA GROUP NOMINATION COMMITTEE CHARTER

1. Membership

The Nomination Committee (**Committee**) shall comprise of a minimum of three non-executive members of the board of directors (Board). The majority of which shall be independent directors.

The Board will appoint the Chair of the Committee who is to be either the Chair of the Board (where independent Chair) or an independent director.

A quorum for a meeting will be two members.

The Committee makes a decision if it is supported by a majority of members who are present at the meeting. The Chair of the Committee shall have a casting vote.

The Chief Executive Officer (**CEO**), if not already a member of the Committee, may attend meetings, however will not have voting rights. Other board members may attend meetings of the Committee.

Meetings may be by whatever medium the Committee chooses.

2. Secretarial and meetings

The LLA's Company Secretary shall be appointed Secretary of the Committee.

The Secretary shall;

- organise for the agenda to be drawn up;
- circulate the agenda and supporting documentation prior to each meeting;
- draft the minutes of the meeting and distribute to the Committee for approval; and
- maintain nomination committee secretariat files.

All minutes of the Committee will be entered into a minute book maintained for that purpose and will be open for inspection by a director.

The Chair will call a meeting of the Committee if so requested by any director. The Secretary will convene a meeting upon the receipt of a request by the any member of the Committee. It is intended that the Committee will normally meet biannually or at other times as necessitated.

3. Duties and Responsibilities

The role of the Committee is to advise the Board on matters relating to the nomination and performance of the Board. The Committee is to assist the Board to discharge their duties under the law diligently and efficiently.

The Committee will be responsible for:

- assessment of the necessary and desirable competencies of board members and making recommendations regarding the appointment and removal of directors having regard to the skills and expertise required;
- appointment and re-election of directors;
- reviewing induction procedures and on-going communication processes;
- reviewing the composition of the Board and board committees
- evaluating the Board's performance;
- reviewing board and CEO succession plans and making recommendations to the board regarding same; and
- considering and reporting to the Board of any such other matters as the Board may refer to the Committee from time to time.

The Committee is to comply with the guidelines outlined in the Board Charter regarding:

- the procedure to be adopted for the selection and appointment of directors.
- annual review of board membership; and
- review of director remuneration framework.

4. Authority & Reporting

The Committee shall have the authority to seek any information it requires from any officer of the Group.

The Committee is authorised to take such independent professional advice, as it considers necessary, subject to prior consultation with the Chair of the Board.

The Chair of the Committee shall report the findings and recommendations of the Committee to the Board after each Committee meeting. The minutes of all Committee meetings shall be circulated to members of the Board of Directors.

The Committee shall have no executive powers with regard to its findings and recommendations.

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. The Committee may recommend amendments to the responsibilities, functions or membership of the Committee to the Board.