



# Board Committee Charter

## Nominations

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**Prepared by** Janice Bale – Company Secretary

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## Contents

1	Purpose .....	3
2	Authority .....	3
3	Membership .....	3
4	Chair .....	3
5	Education .....	4
6	Meetings .....	4
7	Minutes .....	4
8	Communication .....	4
9	Duties and responsibilities .....	4
10	Reporting .....	5
11	Review .....	5
12	Definitions .....	6

## Version Release

Version	Release date	Author	Peer review	Approved	Changes
#1	5 February 2020	Lisa Deramond	AEMO Board	AEMO Board	n/a
#2	10 November 2022	Janice Bale	AEMO Board	AEMO Board	Minor, rebranding

This document is owned and updated by the AEMO Board and will be reviewed, at minimum, biannually.

Any queries or suggestions for improvement should be addressed to the Company Secretary.

## 1 Purpose

The Nominations Committee is a committee of the AEMO Board of Directors.

The objectives of the Committee are to assist the Board of Directors of AEMO (Board) to discharge its corporate governance responsibilities to exercise due care and diligence and skills in relation to:

- a. The appointment, induction, independence and ongoing assessment of the skills and experience of Directors;
- b. Board composition;
- c. Succession planning for directors; and
- d. Evaluating the performance of the Board, its Committees and its Directors.

## 2 Authority

Except where stated to the contrary, the responsibility for, and the power to make, decisions with respect to these matters remains with the Board.

The Board has authorised the Committee, within the scope of duties and responsibilities set out in this Charter to:

- Perform the activities required to address its responsibilities and make recommendations to the Board
- Subject to meeting protocol:
  - Require the attendance of any company manager or staff member at meetings, as appropriate
- Have unrestricted access to management, employees and information it considers relevant to its responsibilities under this Charter.

## 3 Membership

The Committee will be composed of at least three (3) Directors of the Board.

Membership of the Committee will be determined by the Chair from time to time.

Directors may be appointed to the Nominations Committee for specific activities, such as search processes.

The Committee may invite attendance from:

- Independent advisors; and
- Any other persons considered appropriate to attend meetings of the committee.

The Company Secretary or their designate is the Committee Secretary.

## 4 Chair

The Committee Chair will be the Board Chair.

Should the Committee Chair be absent from a meeting, the Committee members present must appoint a Chair for that particular meeting.

## 5 Education

Any Committee member may, with approval of the Committee Chair, and at AEMO's expense, attend seminars and training courses on issues relating to the functions and responsibilities of the Committee.

## 6 Meetings

The Committee Chair will determine the frequency of Committee meetings. A member of the Committee may request that a meeting of the Committee be convened at any other time. If a member is unable to be physically present, they may participate by video or tele-conference.

A notice of each meeting, with relevant supporting agenda papers, confirming the date, time and venue is to be forwarded to each Committee member at least five working days before each meeting.

The Committee Chair may:

- waive the five working days' notice period if agreed by all members
- determine that some matters are considered by all Directors
- invite any person or persons (other than duly appointed members) to attend meetings of the Committee, but not necessarily for the full duration of the meeting.

Two (2) members will constitute a quorum.

The Committee Chair is not entitled to a second or casting vote.

## 7 Minutes

The Committee Secretary or delegate must prepare the minutes of the Committee meetings on a timely basis.

After the Committee Chair has given preliminary approval, the draft minutes are circulated to all Committee members.

The minutes of meetings must be confirmed and signed at the next Board meeting.

## 8 Communication

The Committee is expected to maintain free and open communication with management.

## 9 Duties and responsibilities

- a) The main duties and responsibilities of the Committee are to:
  - a. Assess the skills and experience required for the Board when Directors resign or are due to retire to best ensure the discharge of the Board's duties having regard to the Company's performance and strategic direction, including the specific qualities, expertise, personal attributes and diversity required of directors both collectively and individually that the Committee believes are necessary;
  - b. Identify potential candidates for the Board or appoint external consultants to identify potential candidates;
  - c. Consider the lists of candidates that the external consultant has identified for the Board, or nominated by Ministers, to identify those candidates that the Committee would recommend to the Board for shortlisting by the COAG Energy Council's Board Selection Panel;

- d. Review and assess from time to time, and make recommendations to the Board as appropriate on Director tenure, Board composition and size, as well as the skills and experience matrix provided in Item 2 of Schedule 2 of AEMO's Constitution;
  - e. Review the ongoing independence of Non-Executive Directors having regard to Item 1 of Schedule 2 of AEMO's Constitution to ensure the requirement for a majority of independent directors is satisfied;
  - f. Consider succession planning for the Board and its Committees, including the Board and Committee Chairs;
  - g. Determining the process for the induction and education/training of new Directors, and the continuing education/training and development of all Directors; and
  - h. Determining the process for the review of performance of the Board and Committees (collectively and individually) determining and implementing the process for the development of a board skills set and experience matrix, covering the skills, experience, personal attributes and diversity required of directors, both collectively and individually.
- b) The Committee also examines any other matters referred to it by the Board.
- c) If the Charter of another committee of the Board contains duties and responsibilities in relation to a people matter, the Committee will not be responsible for that matter unless the matter is specifically mentioned in this Charter.

## 10 Reporting

In addition to providing the Board with a copy of the agenda, committee papers and minutes of its meetings, the Committee will ensure that:

- The Committee Chair reports to the Board on Committee meetings, regarding all relevant matters and appropriate recommendations, for noting or approval by the Board.
- The Committee addresses any other reporting responsibilities.
- Where the Board as a whole sits as the Nominations Committee, the papers and minutes may be included within the Board agenda.
- Updates on Nomination Committee matters may be provided to the Board, without papers.

## 11 Review

To ensure that the Committee is fulfilling its duties to the Board, the Committee will:

- Review, at least bi-annually, the Committee Charter and recommend to the Board any appropriate amendments for approval.
- Conduct an annual assessment of its performance against its Charter duties and responsibilities and provide a report of the findings to the Board.

## 12 Definitions

The following words have the following meaning when used in this Charter.

<b>AEMO</b>	Australian Energy Market Operator Limited and includes its subsidiaries
<b>Board</b>	The directors formally appointed to the AEMO Board
<b>Chair</b>	A director formally appointed to the role of board chair or committee chair
<b>Charter</b>	An AEMO Board approved document outlining the role and responsibilities of the AEMO Board or one of its approved sub committees
<b>Committee</b>	An approved subcommittee of the AEMO Board that has its role and responsibilities defined within an approved committee Charter, comprising a number of appointed members and a chair