

## **Board Nomination Committee Charter**

### **Purpose**

The principal objectives of the Board Nomination Committee are as follows:

- developing and reviewing policies on Board composition, strategic function and size;
- performance review process of the Board, its Committees and individual directors;
- developing and implementing induction programs for new directors and ongoing education for existing directors;
- developing eligibility criteria for nominating directors;
- recommending appointment of directors to the Board;
- reviewing director independence; and
- succession planning for the Board.

### **Structure**

- The committee shall comprise of a majority of independent non-executive directors of the Board.
- The Chairman must be a non-executive director.

### **Remuneration**

- Members of the Committee will not receive any additional remuneration beyond their directors' fees.

### **Meetings**

- A quorum for the meeting shall be two directors.
- The committee should meet when considering appointment of a director and/or on an ad hoc basis.