



## **NOMINATION COMMITTEE CHARTER**

**Corporate Travel Management Limited**

**ACN 131 207 611**

Adopted by the Board on 6 November 2019



## 1. Composition of the Committee

1.1 The Committee must consist of:

- (a) a minimum of three members, all of whom are non-executive directors;
- (b) a majority of independent directors; and
- (c) an independent director as Chairman.

1.2 The Committee members and the Chairman will be appointed by the Board. The Board Chairman may chair the Committee, however, a separate Chairman must be appointed if and when the Committee is dealing with the appointment of a successor to the Board Chairman.

## 2. Purpose of the Committee

2.1 The Committee's role is to assist the Board and make recommendations to the Board about the performance of the Board and each Committee and the appointment of new Directors.

2.2 The Committee has an advisory role to assist the Board to fulfil its duties and responsibilities for ensuring that the Board is comprised of Directors able to discharge their responsibilities effectively, including by making recommendations, in relation to matters set out in section 3.

2.3 The Committee does not have any power to commit the Board to any recommendation or decision made by it.

## 3. Responsibilities and role of the Committee

3.1 The Committee is responsible for:

- (a) assisting the Board to develop a board skills matrix setting out the mix of skills, expertise, experience and diversity that the Board currently has or is looking to achieve in its membership;
- (b) developing suitable criteria (experience, expertise, skills, qualifications etc.) for Board candidates having regard to the board skills matrix and the balance of skills, knowledge, experience, independence and diversity on the Board and Committees;
- (c) identifying individuals who, by virtue of their experience, expertise, skills, qualifications or other qualities, are suitable candidates for appointment to the Board and recommending individuals for consideration by the Board;
- (d) reviewing the skills and capabilities of individual Directors and the Board as a whole, and recommending measures to address any skills gap that may be identified;
- (e) developing and overseeing succession planning processes for the Board, including the succession of the Chairman and MD&CEO, to maintain an appropriate mix of skills, experience, expertise and diversity on the Board;
- (f) reviewing and recommending to the Board a formal and transparent process for the nomination, selection and appointment of non-executive Directors;

- (g) making recommendations to the Board regarding the appointment and re-appointment of Directors each year in accordance with the Constitution and ASX Listing Rules;
- (h) monitoring, undertaking an annual assessment of, and making recommendations to the Board as to the independence of each Director;
- (i) ensuring appropriate induction and continuing professional development programs are implemented for Directors;
- (j) developing and recommending to the Board a process for evaluating the performance of the Board, Committees, the Chairman and all individual Directors;
- (k) ensuring that the performance of the Board, Committees, the Chairman and all individual Directors is regularly reviewed and assessed and make recommendations to the Board regarding the size and composition of the Board and Committees to ensure they are of an appropriate size and collectively have the skills, commitment and knowledge to enable them to discharge their duties effectively.

3.2 The Committee has unrestricted access to management to carry out its functions.

3.3 The Committee may seek the advice of the Group's external advisers, consultants or specialists in circumstances where the Committee considers it appropriate.

## 4. Meetings and administrative matters

4.1 The Committee will meet as often as the Committee members deem necessary in order to fulfil the Committee's role. However, it is intended that the Committee will normally meet at least twice a year.

4.2 Any member may, and the Company Secretary must upon request from any member, convene a meeting of the Committee.

4.3 Meetings may be held by means of teleconference call or any other means of communication that may, under the Corporations Act or the Constitution, be used for meetings of directors.

4.4 The quorum for a Committee meeting is any two members.

4.5 Non-executive Directors have a standing invitation to attend meetings except when the Committee Chairman determines otherwise.

4.6 The Committee may delegate any specific task to one of its members or to a sub-committee consisting of two or more of its members.

4.7 The MD&CEO, Global COO and Global CFO may be invited by the Committee Chairman to attend meetings of the Committee.

4.8 The Committee may invite any other person to attend for all or part of any meeting as it considers appropriate.

4.9 The procedural provisions of paragraphs 4.1 to 4.8 apply in relation to any sub-committee of the Committee.

- 4.10 The Committee Chairman will, if requested, provide a brief oral report at the next Board meeting as to any material matters arising out of the Committee meeting.
- 4.11 The Company Secretary has responsibility for coordinating completion and dispatch of the Committee agenda and papers, as well as prepare minutes of meetings of the Committee.
- 4.12 All minutes of the Committee must be entered into a minute book within one month of the meeting and minutes of Committee meetings will be confirmed at the next meeting of the Committee.

## 5. Review

- 5.1 The Committee will, at least once in each year, review the membership of the Committee to determine its adequacy, and make recommendations to the Board in relation to the Committee's membership, Charter, responsibilities, functions or otherwise.
- 5.2 The Committee will, at least once in each year, conduct a review and evaluation of the Committee's performance against the Committee Charter.