

## **NOMINATIONS COMMITTEE CHARTER**

### **Objective**

The Committee's objective is to manage the appointment and reappointment process for MAS Group Trustees and Directors and make recommendations to the MAS Board accordingly.

### **Authority**

The Nominations Committee is a Committee of the MAS Board. The Committee makes recommendations to the Board on all matters regarding Trustee and Director appointment and reappointment requiring a decision. The Committee does not have the power or authority to make decisions in the Board's name or on its behalf.

The Committee is authorised by the Board, at the expense of the company, to consult with outside services, such as director search consultants, and other external sources of information and advice such as governance or legal advisors, as it considers necessary for carrying out its objective and functions.

In managing the appointment and reappointment process and making recommendations, the Committee must have regard to and comply with the requirements of the Trustee and Director Appointment and Re-appointment Policy ("the Policy"), and the governing document of the relevant MAS Group entity (i.e. the Trust Deed or constitution).

### **Functions**

The Committee is an advisory committee to the Board. It is not a subcommittee of the Board. Its role is to review and make recommendations to the Board on the areas outlined below. The Committee has no delegated authority of the Board, unless the Board expressly provides otherwise.

The Committee will carry out the requirements of the Policy and in particular:

- assisting the Board to evaluate the Board's composition and develop succession plans
- considering and making recommendations to the Board on what skills and experience the Board requires
- setting specific criteria for a vacancy
- outlining the skills and experience required of candidates for an appointment
- oversight of communications with Full Members about nominations for vacancies
- identifying prospective trustees and directors, and evaluating their competencies
- appointing an external independent consultant to help identify candidates and assess their suitability

- making a recommendation to the Board about whether any candidate for a vacancy is an Eligible Candidate as specified under the MAS Members' Trust Deed and the Policy
- making a recommendation to the Board about whether to endorse one or more candidates for election by Members
- conducting performance appraisals of appointed trustees and directors
- annually review Trustee and Director Appointment and Reappointment Policy and recommend any changes to the Board for approval.

### **Structure and composition**

The Committee must have a minimum of three members. The MAS Board shall appoint and remove the members of the Committee as required. The MAS Board shall not appoint a member of the Committee whose reappointment is under consideration by the Committee.

The chair of the committee may be the chair of the MAS Board.

Management will not be represented on the Committee. Management can, if the Committee requires, provide administrative support and advice to the Committee.

### **Meetings**

The majority of Committee members must be present for a quorum.

The Committee can meet as required by the relevant MAS Board, either in person or by audio-visual facilities, to carry out its objectives and functions.

The Committee must record minutes of its meetings for the purpose of reporting to the Board.

### **Accountability and reporting**

The Committee shall:

- be accountable to and regularly update the MAS Board about Committee activities, and
- provide copies of minutes of all meetings of the Committee to each member of the MAS Board at the next scheduled meeting of that Board.

### **Ownership and Review**

Approver: MAS Board  
Reviewer: Nominations Committee  
Review: Biennially (last reviewed September 2022).