



Nominations Committee Charter

1. Constitution

- 1.1 The Nominations Committee (Committee) shall be a committee established by the Board.
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2. Purpose

- 2.1 The Board has established the Committee to assist the Board in discharging its responsibility to exercise due care, diligence and skill in relation to the appointment, remuneration, orientation and evaluation of directors.
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3. Membership

- 3.1 The Committee shall consist of a minimum of three directors.
- 3.2 The members are appointed by the Board, which also appoints the Chair of the Committee.
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4. Procedure

- 4.1 The Committee will meet at least once per year. In addition, the Chair may convene further meetings when requested by any member of the Committee and at such other times as the Chair considers necessary. The Chair of the Committee may hold informal meetings from time to time, to discuss draft proposals and/or discuss senior executive issues.
- 4.2 The quorum for a Committee meeting is two directors present. In the absence of the Chair, the members present will elect one of their number to act as Chair. The Committee shall determine who will attend meetings in addition to the Group Chief Executive Officer who attends by standing invitation.
- 4.3 The Committee meets in private session at any meeting, at the discretion of the Chair.
- 4.4 The agenda and Committee papers will be prepared and circulated to all Directors of the Company including the members of the Committee prior to Committee meetings.
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5. Responsibilities

- 5.1 The following activities have been defined by the Board and constitute the terms of reference of the Committee being the powers delegated to the Committee by the Board:
- (a) advising the Board on director appointments, giving attention to the mix of skills, experience, independence and other qualities required;
 - (b) developing and implementing a process for the orientation and education of new directors and facilitating ongoing training courses/programmes for existing directors;
 - (c) facilitating the process for the regular evaluation of the Board, its committees and the directors and regularly assessing the effectiveness of the process
- 5.2 The Committee does not take actions or make decisions on behalf of the Board unless specifically mandated.
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6. Members' Powers and Authority

- 6.1 In carrying out its responsibilities, the Committee has full authority to investigate all matters that fall within the terms of reference set out herein.
- 6.2 The Committee may:
- a) obtain independent professional advice in the satisfaction of its duties at the cost of the Company (subject to the approval of the Chair of the Board);
 - b) secure the attendance at meetings of outsiders with relevant experience; and
 - c) have direct access to the resources and information of the Company as it may reasonably require.
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7. Reporting Procedures

- 7.1 The Chair of the Committee will report to the Board on the matters discussed at Committee meetings and actions recommended.
- 7.2 Minutes will be taken of all Committee meetings and circulated to the Board once approved by the Chair.
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8. Accountability to the Board

- 8.1 The Committee reviews its performance against the Charter biennially.
- 8.2 The Board reviews this Committee Charter biennially.
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9. Publication

- 9.1 This Charter is available on the company website www.greencrosshealth.co.nz.