



# Nomination Committee Charter

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Myer Holdings Limited

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## Nomination Committee Charter

The Nomination Committee (**Committee**) is established under rule 8.15 of the Constitution of Myer Holdings Limited (**Company**).

### **1 Membership of the Committee**

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#### **1.1 Composition**

The Committee must consist of:

- a minimum of 3 members of the Board;
- only non-executive directors;
- a non-executive independent director as chair; and
- a majority of independent directors.

#### **1.2 Membership**

The Board may appoint such additional directors to the Committee or remove and replace members of the Committee by resolution.

Members may withdraw from membership by written notification to the Board. Any director not formally a Member of the Committee may attend Committee meetings however only nominated directors may vote on matters before the Committee.

Non-committee members, including members of management may attend all or part of a meeting of the Committee at the invitation of the Committee chair.

The Company Secretary must attend all Committee meetings as minute secretary.

### **2 Administrative matters**

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#### **2.1 Meetings**

The Committee will meet as often as the Committee members deem necessary in order to fulfil their role. However, it is intended that the Committee will normally meet two times each year. The Annual Report for a relevant financial year will disclose the number of times the Committee met throughout that financial year and the individual attendance of each member of the Committee at those meetings.

#### **2.2 Quorum**

The quorum is at least 2 members.

### **2.3 Convening and notice of meeting**

Any member may, and the Company Secretary must upon request from any member, convene a meeting of the Committee. Notice will be given to every member of the Committee of every meeting of the Committee at the member's advised address for service of notice (or such other pre-notified interim address where relevant), but there is no minimum notice period and acknowledgement of receipt of notice by all members is not required before the meeting may be validly held.

### **2.4 Chair**

In the absence of the Committee chair, the Committee members must elect one of their number as chair for that meeting.

The chair has a casting vote.

If:

- the Committee chair is the Chairman of the Board; and
- the appointment of a successor to the Chairman of the Board is being considered at a meeting of the Committee,

then the Committee members must elect an alternative chair as the Committee chair for the portion of the meeting concerning the appointment of a successor to the Chairman of the Board.

### **2.5 Access to resources and independent advisers**

The Committee is to have access to adequate internal and external resources. For example, the Committee may seek the advice of the Company's auditors, solicitors or other independent advisers (including external consultants and specialists) as to any matter pertaining to the powers or duties of the Committee or the responsibilities of the Committee, as the Committee may require.

### **2.6 Minutes**

Minutes of meetings of the Committee must be kept by the Company Secretary and, after approval by the Committee chair, be presented at the next Board meeting. All minutes of the Committee must be entered into a minute book maintained for that purpose and will be open at all times for inspection by any director.

### **2.7 Reporting**

The Committee chair will provide a report of the actions of the Committee to be included in the Board papers for the Board meeting next following a meeting of the Committee. The report will include provision of meeting agendas, papers and minutes of the Committee.

The Committee chair will also, if requested, provide a report as to any material matters arising out of the Committee meeting. All directors will be permitted, within the Board meeting, to request information of the Committee chair or members of the Committee.

### **3 Role and responsibilities**

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The responsibilities of the Committee are as follows:

- (a) Review and recommend to the Board the size and composition of the Board, including the succession of the Chairman and CEO, and review of whether Board succession plans are in place to maintain an appropriate mix of skills, knowledge, experience, independence, expertise and diversity on the Board.
- (b) Undertake appropriate checks before appointing a director, or putting forward a candidate for election, as a director.
- (c) Review and recommend to the Board the criteria for Board membership, including assessment of necessary and desirable competencies of directors to maintain an appropriate mix of skills, knowledge, experience, independence, expertise and diversity on the Board. The Committee will review and make recommendations to the Board about the criteria for Board membership based on a board skills matrix setting out the mix of skills and diversity that the Board currently has or is looking to achieve in its membership.
- (d) Assist the Board as required to identify individuals who are qualified to become Board members (including in respect of executive directors), in accordance with the policy and procedures outlined in section 4.
- (e) Review and recommend to the Board membership of the Board, including recommendations for the appointment and re-election of directors, and where necessary propose candidates for consideration by the Board, subject to the principle that a Committee member must not be involved in making recommendations to the Board in respect of themselves.
- (f) Assist the Board as required in relation to the performance evaluation of the Board, its Committees and individual directors, and in developing and implementing plans for identifying, assessing and enhancing director competencies.
- (g) Review and make recommendations in relation to any corporate governance issues as requested by the Board from time to time.
- (h) Review the Board Charter on a periodic basis, and recommend any amendments for Board consideration.
- (i) Review the time expected to be devoted by non-executive directors in relation to the Company's affairs.
- (j) Ensure that an effective induction process is in place for any newly appointed director and regularly review its effectiveness.
- (k) Ensure that an effective continuing professional development program is in place for directors and regularly review its effectiveness.

## **4 Policy and procedure for selection and appointment of new directors and re-election of directors**

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- (a) It is intended that the Company's Board will reflect a range of independence, expertise, experience and diversity appropriate to the Company's business and strategy.
- (b) The Company's procedure for selecting and appointing new directors, and for the re- election of directors, may vary depending on the circumstances and the requirements of the Company from time to time. However, the procedures generally followed by the Board and the Nomination Committee are summarised below.
- (c) When identifying potential candidates for Board appointment, factors that the Nomination Committee may consider include (without limitation):
  - (1) evaluating the balance of skills, experience, expertise, independence, knowledge, diversity and personal qualities that will best complement Board effectiveness;
  - (2) the capability of the candidate to devote the necessary time and commitment to the role. This involves a consideration of matters such as other Board or executive appointments; and
  - (3) potential conflicts of interest, and independence.
- (d) The identification of potential Director candidates may be assisted by the use of external search organisations as appropriate.
- (e) The Committee chair will approach potential candidates to discuss their interest in joining the Board, and the responsibilities and obligations of an appointment. The Committee will then make a recommendation to the Board.
- (f) The Board will approve any new appointment in accordance with the Company's constitution. All directors will be consulted in relation to a potential appointment, and provided with detailed background information about the potential candidate.
- (g) Once a new appointment is approved by the Board, the Chairman of the Board will make an offer of appointment, which will be confirmed by a letter.
- (h) When appointed to the Board, all new Directors will receive an induction appropriate to their experience to enable new Directors to actively participate in decision-making as soon as possible, including familiarisation with the Company's financial, strategic, operations and risk management issues.
- (i) In accordance with the Company's constitution, all new appointees to the Board must resign at the next annual general meeting after their appointment and offer themselves for election by shareholders.
- (j) The Company's constitution requires existing directors to retire by rotation, and stand for re-election by shareholders. The Nomination Committee also considers the re- appointment of directors and makes recommendations to the Board.

- (k) Prior to each annual general meeting, the Board determines whether to recommend to shareholders to vote in favour of the election or re-election of each director standing for election or re-election, having regard to any matters the Board considers relevant.
- (l) The notice of meeting will provide shareholders with detailed information on the directors standing for election or re-election.

## **5 Review**

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The Board will, at least once in each year, assess the adequacy of this Charter and make any necessary or desirable amendments to ensure it remains consistent with the Board's objectives, current law and best practice.

The Charter of the Committee is available on the Company's website and the key features will be published in the annual report.