



# CHARTER OF CORPORATE GOVERNANCE AND NOMINATION COMMITTEE

## 1. FORMATION

CSL's Board of Directors has resolved to establish a Corporate Governance and Nomination Committee (**CGNC**) and has delegated to it the responsibilities set out in this Charter.

## 2. ROLE

The role of the CGNC is to develop and recommend corporate governance principles to the Board and to assist the Board in fulfilling its responsibilities relating to the size and composition of the Board, reviewing Board performance and Board and CEO succession planning.

## 3. RESPONSIBILITIES

### 3.1 Nomination, Evaluation and Succession

- (a) monitoring and making recommendations on matters relating to the size and composition of the Board including in relation to compliance with the requirements of the CSL Act;
- (b) regularly assessing the necessary and desirable attributes of Board members including qualifications, experience and other criteria such as diversity, nationality and domicile and making recommendations to the Board as to any adjustments that are found to be necessary;
- (c) establishing a formal and transparent procedure for the selection and appointment of new Directors to the Board;
- (d) overseeing an appropriate induction programme for new Directors and assessing the need for and where appropriate, facilitating ongoing director training and education;
- (e) regularly reviewing and assessing the independence of each existing Director, and assessing the independence of any proposed new Director;
- (f) regularly reviewing the Board's (including the Chair of the Board) succession plans to ensure succession is managed and maintained to ensure an appropriate mix of skills, experience, expertise and diversity on the Board;
- (g) regularly reviewing the succession plans and process for the Managing Director & Chief Executive Officer;
- (h) establishing procedures including (where appropriate engaging external consultants) for conducting an annual evaluation of the performance of;
  - (i) the Board;

- (ii) individual Directors
- (iii) the Board Committees.
- (i) conducting performance evaluations of the Board, Directors and the Board Committees, and reporting the findings of all performance evaluations to the Board;
- (j) making recommendations for the appointment and removal of Directors, including recommending or declining to recommend the re-election by shareholders of any Director;
- (k) making recommendations to the Board as to the membership and leadership of Board Committees.

### **3.2 Corporate Governance & Corporate Responsibility**

- (a) reviewing the development of, and recommending to the Board the approval of, the corporate governance policies and principles applicable to CSL;
- (b) reviewing the development and reporting of the Company's sustainability and corporate responsibility strategy, policies and practices;
- (c) reviewing the development of, and recommending to the Board the approval of, the Company's annual Corporate Governance Statement and related principles contained in the Company's Annual Report or in any other statutory report or document; and
- (d) review compliance with CSL Act and review and recommend amendments as appropriate.

## **4. MEMBERSHIP**

### **4.1 Appointment**

The members of the CGNC will be determined by the Board.

### **4.2 Number & Independence**

The Board will appoint at least three independent Non-Executive Directors of the Board as members of the CGNC which can include the Chair of the Board.

### **4.3 Chair**

The Board will appoint the Chair of the Committee from amongst the independent Directors. In the absence of the Chair, the remaining members present may elect one of their number to chair the meeting.



#### **4.4 Attendance by Board Chair and other Directors**

The Chair of the Board and other Directors who are not members of the CGNC, including the Managing Director, have a standing invitation to attend each CGNC meeting.

### **5. REPORTING TO THE BOARD**

The CGNC will regularly report to the Board. These reports will contain all matters relevant to CGNC's purpose and responsibilities.

## **6. MEETINGS**

### **6.1 Frequency of Meetings**

The Committee will meet as often as it considers necessary to discharge its responsibilities. However, it is intended that the Committee will generally hold 4 regular meetings each year, and schedule other meetings as required.

### **6.2 Calling of meetings**

Meetings of the Committee will be convened by the secretary of the Committee at the request of the Chair of the Committee.

### **6.3 Annual Plan**

An annual plan of the CGNC's meetings and activities will be prepared and adopted by the CGNC.

### **6.4 Attendance by executives and external advisers**

The CGNC may invite other members of management or external advisers to attend its meetings to assist the Committee in fulfilling its responsibilities.

### **6.5 Quorum**

The quorum for a meeting of the CGNC will be two members of the CGNC.

### **6.6 Secretary & Minutes**

The Company Secretary or their nominee will act as the secretary of the CGNC unless otherwise determined by the Committee. The secretary will prepare minutes of all CGNC Meetings, including the names of those present. A copy of the minutes as approved by the CGNC Chair will be distributed to all members of the Board.



## **6.7 Resolutions by circular**

In cases where circumstances make it impractical to convene and hold a meeting, the CGNC may pass resolutions by each member signing a Circular Resolution. The resolution may consist of several documents in the same form each signed by one or more of the members. A document produced by mechanical or electronic means under the name of a member with the member's authority is considered a document in writing signed by the member and is deemed signed when received in legible form.

## **7. AUTHORITY**

The CGNC is authorised by the Board to:

- (a) obtain any information it requires from any employee of the Company or any of its controlled entities;
- (b) obtain or retain any independent professional advice it considers necessary; and
- (c) delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee.

## **8. REVIEW**

This Charter is to be reviewed by the Committee at three year intervals or at such shorter intervals as the Committee or the Board determines.

**This document represents the Charter of the CGNC as adopted by the Board as at 14 August 2018 and updated on 16 June 2021.**