

# Charter of Corporate Governance and Nomination Committee

## 1. PURPOSE

The Board has resolved to establish a Corporate Governance and Nomination Committee (**Committee**). The purpose of the Committee 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 succession planning. The duties and responsibilities of the Committee are set out in Clause

## 2. MEMBERSHIP

The Committee shall consist of at least three independent non-executive Directors of the Board which can include the Chair of the Board.

## 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. MEETINGS

### 4.1 Quorum

The quorum required for a meeting of the Committee is any two nonexecutive Directors.

### 4.2 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 3 regular meetings each year, and schedule other meetings as required.

### 4.3 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.

### 4.4 Secretary

The Company Secretary or his or her nominee will act as the secretary of the Committee unless otherwise determined by the Committee.

#### 4.5 Minutes

The secretary of the Committee will prepare minutes of all Committee meetings, including the names of those present. A copy of the minutes, as approved by the Chair of the Committee, will be distributed to all members of the CSL Board. The minutes will be confirmed at the next Committee meeting and then signed by the Chair of the Committee.

#### 4.6 Attendance by executives and external advisers

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

#### 4.7 Resolutions by circular

In cases where circumstances make it impractical to convene and hold a meeting, the Committee 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 facsimile transmission or other 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.

### 5. RESPONSIBILITIES

Except where expressly stated in this Charter, the Committee discharges its responsibilities by making recommendations to the Board. The duties and responsibilities of the Committee (and their scope) are as follows.

#### **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 to ensure an appropriate mix of skills, experience, expertise and diversity is maintained on the Board;
- (g) making recommendations to the Board regarding the designation of a senior independent director (if any) to support the chair succession planning process and procedures;
- (h) regularly reviewing the succession plans for the Chief Executive Officer;
- (i) 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.
- (j) conducting performance evaluations of the Board, directors and the Board Committees, and reporting the findings of all performance evaluations to the Board;
- (k) making recommendations for the appointment and removal of directors, including recommending or declining to recommend the re-election by shareholders of any director;
- (l) making recommendations to the Board as to the membership and leadership of Board Committees;
- (m) regularly reviewing the time commitment required from a nonexecutive director and whether non-executive directors are meeting this requirement;
- (n) ensuring that all non-executive directors specifically acknowledge to the Company prior to being submitted for election that they will have sufficient time to meet what is expected of them;

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

- (o) reviewing the development of, and recommending to the Board the approval of, the corporate governance policies and principles applicable to CSL;
- (p) reviewing the development and reporting of the Company's sustainability and corporate responsibility strategy, policies and practices;
- (q) 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
- (r) review compliance with CSL Act and review and recommend amendments as appropriate.

## **6. BOARD POWERS**

The Committee 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.

## **7. AUTHORITY**

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 Committee as adopted by the Board as at 14 August 2018.**