



## **Group Nomination & Corporate Governance Committee Charter**

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# Group Nomination & Corporate Governance Committee Charter

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## 1. Scope

The Group Nomination and Corporate Governance Committee (the Committee), appointed by the Board of Directors of MyState Limited, performs the functions outlined in this charter, for all controlled entities within the MyState Limited Group of companies.

## 2. Objectives

The role of the Group Nomination & Corporate Governance Committee is to support the Board's commitment to excellence in corporate governance by advising the Board on strategies to strengthen the nomination and corporate governance processes and policies of the business consistent with best practice and the ASX Corporate Governance Council's *Principles of Good Corporate Governance and Best Practice Recommendations*.

## 3. Responsibilities

The Board has tasked the Committee with the following key responsibilities in achievement of the Objectives:

The Committee shall:

- Develop and recommend to the Board effective processes for reviewing and assessing the performance of:
  - the Board as a whole;
  - Board Committees; and
  - the Chairperson and each of the Directors;
- Develop and recommend to the Board, policy on Board gender diversity and diversity in general (which includes age, ethnicity, culture and religion) and monitor the implementation of those policies;
- Ensure that the size, composition and skills of the Board are appropriate to meet the needs of the Company and any regulatory requirements;
- Advise the Board on succession planning for Board positions, including the succession of the Chairman and specific nominations for directorship appointments, to maintain an appropriate mix of skills, experience, expertise and diversity on the Board;
- Ensure that an effective induction process is in place for new directors, for both company responsibilities and off-balance sheet responsibilities and to regularly review the effectiveness of the induction process;

- Ensure that reporting disclosures in relation to nomination and Board performance meet the Board's disclosure objectives and all relevant statutory, regulatory requirements;
- Review and make recommendations to the Board in respect of Corporate Governance policy and procedures including the Code of Conduct and other policies relating to ethical conduct;
- Annually review the Group's Corporate Governance practices against the ASX Corporate Governance Council's *Principles of Good Corporate Governance and Best Practice Recommendations* and prepare a Corporate Governance Statement for Board approval and subsequent public disclosure; and
- Undertake such other responsibilities as the Board directs.

#### **4. Board Committee Standing Procedures**

This Board Committee Charter is to be read in conjunction with the separately documented Board Sub Committee Standing Procedures.