



Alkira Centre – Box Hill Inc.

TERMS OF REFERENCE

NOMINATIONS AND REMUNERATION COMMITTEE

The Nominations and Remuneration Committee is a Committee of the Alkira Board of Directors (Board).

BACKGROUND

Alkira is committed to ensuring all positions to which Board appoints are filled with suitable and skilled individuals. The Board is empowered under the constitution to nominate members and non-members for positions and office as it thinks fit.

Alkira is also committed to ensuring remuneration assessments are undertaken in a transparent manner, appropriately benchmarked against market and organisational considerations.

OBJECTIVES

The Committee is established for the following purposes:

- a. To ensure Board nominations are undertaken in a diligent, transparent and justifiable manner;
- b. To ensure Board positions are filled with the appropriate skilled and experienced **individuals to suit and advance Alkira's interests;**
- c. To ensure remuneration is externally benchmarked, reasonable, fair and responsible.

MEMBERSHIP

The Committee consists of:

- a. The Chair of Board
- b. 2 other Board members

NOMINATIONS

Nomination responsibilities:

The Committee must advise Board by recommending candidates for the following positions:

- a. Board members and any co-opted Board members
- b. The chairs of all Board Sub-Committee; and
- c. Other committees or advisory boards, where their terms of reference reference the **Committee's involvement.**

Nomination process

The Committee will:

- a. Review and understand the roles and responsibilities of each position to be filled;
- b. Identify and articulate the special skills, knowledge and experience required;
- c. Assess applications from individuals seeking appointment against the below assessment criteria;
- d. Shortlist appropriate candidate and conduct interviews as appropriate;
- e. Source external and independent advice, if so approved by Board; and
- f. Recommend to Board preferred candidates, including for the appointment and reappointment of the CEO.

The Committee must ensure these clause duties are undertaken in a diligent, transparent and justifiable manner, appropriate short listing of candidates, assessment against developed assessment criteria, and such further enquires (including background checks) as the Committee deems fit.

The Committee must ensure its nomination processes are fit for purpose, outcomes oriented and enable Alkira to attract, develop, retain and motivate appropriate candidates.

The Committee must advise Board by:

- a. Developing and maintaining updated (at least annually) a skills matrix for Board **against Alkira's current environmental requirements;**
- b. Facilitating an annual Board summative assessment against the agreed skills matrix;
- c. **Reviewing Boards' engagement and internal activities,** and the external directorships and other commitments of same, to ensure adequate and appropriate time and resources are being directed toward Alkira directorship;
- d. Working with Board members to develop Board succession plans, accounting for future Alkira challenges and opportunities;
- e. Identifying and developing a pool of talented members for future directorship opportunities;
- f. Developing and maintaining updated (every three years) a skills matrix of committee **chairs and members against Alkira's current environmental requirements;** and
- g. Engaging with committee chairs to plan succession when required.

REMUNERATION

The Committee is responsible for:

- a. Assessing annually remuneration packages for the Chief Executive Officer and direct reports.
- b. Providing Board with quality assurance concerning Alkira's remuneration policies' integrity;
- c. Developing and monitoring Alkira's remuneration strategy and policy, including corporate governance processes relating to remuneration;
- d. Ensuring remuneration is sufficient to attract and retain talent befitting Alkira; and
- e. Sign-off on these matters within the relevant remuneration disclosure statement within the annual report.

The Committee must, at least once every three year period, source external and independent advice on then benchmarked market prices and practices.

Despite anything in these Terms, the Committee must ensure compliance with all applicable constitutional, regulatory or legal requirements associated with remuneration matters.

COMMITTEE REVIEW

The Committee will:

- a. Review its own performance annually and report such findings to Alkira; and
- b. At all times acting diligently, carefully, thoroughly, on a timely basis and in accordance with any applicable technical and professional standards.

POWERS AND ACCOUNTABILITY

In conjunction with the Constitution, Board delegates to the Committee all authority necessary to satisfy all those stipulated roles and responsibilities in these Terms.

The Committee is accountable directly to Alkira for fulfilment of its duties and responsibilities outlined in these Terms, and for the fulfilment of any other matters delegated by Alkira.

COMMITTEE MEETINGS

The Committee must meet three times per year.

The Committee may participate in a meeting by means of any technology that gives the members a reasonable opportunity to participate.

Recommendations are determined on a majority of votes of those present and entitled to vote. Any member has one vote. There is no deadlock mechanism; in the event of a tied vote, both recommendations must be presented to Board.

The Committee reports to Board, and must circulate its minutes to Board as soon as practicable after each meeting, ideally alongside its recommendations.

Committee members will receive or have access to confidential and sensitive and personal information. They acknowledge they must only use or disclosed such information to the extent necessary to satisfy their duties and responsibilities.

If there is uncertainty as to whether any information is confidential, such information is deemed confidential and not within the public domain.

Committee members must safeguard the confidentiality of any information received by adopting and maintaining reasonable precautions.

Committee members must not make any press or other announcements or releases in connection with any deliberations, outcomes or decisions of the Committee.

CONFLICTS OF INTEREST

Committee members must not place themselves in a position of conflict of interest whereby their obligations to satisfy their duties and responsibilities are compromised, potentially compromises or perceived to be compromise.

No individual may use their position, their authority or any information received to obtain an advantage for themselves or detriment for others.

Committee members must comply with Alkira's Conflict of Interest Policies.

Committee members warrant they have no undeclared actual potential or perceived conflicts of interest, and undertake to promptly notify any future conflicts of interested to the Chair as soon as they become apparent.

Committee members must not compromise their professional judgment because of bias, conflict of interest or the undue influence of others. In such circumstances, they must not continue performing their duties and promptly notify the Chair and Alkira as appropriate.

Reviewed and approved by Alkira Board 21/05/2019