

ABSAs Board Nominations Committee Charter

PURPOSE

1. Australian Business Students' Association ("ABSAs") Board Nominations Committee ("Committee") will assist the Board of ABSAs ("Board") to fulfil its oversight responsibility to members by ensuring that the Board comprise individuals best able to discharge the responsibilities of Directors having regard to the law and aspiring to excellence in governance standards.
2. The Committee will primarily fulfil these responsibilities by carrying out the activities outlined in paragraphs 14-29 of this Charter.

COMPOSITION

3. The Committee will be comprised of the chairmen (from time to time) of each of the other standing Board Committees, the Chairman of the ABSAs Board and such other members as the Board determines.
4. Each of the members will be an independent Non-executive Director.
5. The Chairman of the Committee will be as determined from time to time by the Board of ABSAs. Should the Chairman of the Committee be absent from a meeting, the members of the Committee present will appoint a Chairman for that particular meeting.

MEETINGS

6. The Committee will meet quarterly, or more frequently as necessary.
7. In addition to the members of the Committee, other ABSAs Directors are entitled to attend each meeting and to receive copies of the papers.
8. The Committee may request any officer or committee member of ABSAs, external legal counsel or any person or group with relevant experience or expertise to attend meetings of the Committee or a meeting with any members or consultants to the Committee.
9. A quorum for any meeting will be two members. The Secretary of the Committee will be the Company Secretary or their designated representative.
10. The agenda and supporting documentation will be circulated to the Committee members and other Board members within a reasonable period in advance of each meeting. The Secretary of the Committee will circulate minutes of meetings to members of the Committee and the Board.
11. The Committee may adopt such rules and regulations as it deems appropriate for the conduct of its affairs, provided that they are not inconsistent with the ABSAs Constitution, this Charter (as amended from time to time) or any resolution of the Board.

REPORTING

12. The Chairman of the Committee will update the Board about Committee activities and make appropriate recommendations. The minutes of each Committee meeting will be tabled at the next Board meeting.
13. The Committee will refer to the Board and any other Board Committee any matters that have come to the attention of the Committee that are relevant for the Board or the respective Board Committee.

BOARD COMPOSITION AND PERFORMANCE RESPONSIBILITIES

14. Assess the skills required to discharge competently the Board's duties having regard to ABSA's performance, financial position and strategic direction, including specific qualities or skills that the Committee believes are necessary for one or more of the Directors to possess and the mix of skills, experience, expertise and diversity that the Board desires to achieve in the membership of the Board.
15. Develop, review, assess from time to time and recommend to the Board for adoption as appropriate, policies on Director tenure, Board composition and size.
16. Review annually the time required to be committed to ABSA business by Non-executive Directors, including reviewing the other commitments of Non-executive Directors and the time involved in those commitments. Non-executive Directors are required to inform the Chairman of the Committee before accepting new appointments.

DIVERSITY

17. The Committee will annually review and make recommendations to the Board on diversity generally within ABSA, measurable objectives for achieving diversity and progress in achieving such objectives.

BOARD APPOINTMENT RESPONSIBILITIES

18. Consider and make recommendations to the Board on candidates for appointment as Directors. Such recommendations should pay particular attention to the mix of skills, experience, expertise, diversity, independence and other qualities of existing Directors and how the candidate's attributes will balance and complement those qualities and address any potential skill gaps in relation to the current composition of the Board.
19. Review and, if thought fit, recommend to the Board the re-election by members of any Director or any Director who must stand for election as a result of extended tenure. As part of this review, the Committee will oversee a peer review of these Directors during the year in which that Director will become eligible for re-election.
20. Determine the terms and conditions on which Non-executive Directors are appointed and hold office.

21. Review the process for the orientation and education of new Directors and any continuing education for existing Directors.

BOARD PLANNING RESPONSIBILITIES

22. Develop and implement succession planning for Non-executive Directors, taking into account the challenges and opportunities facing ABSA and the skills and expertise that are therefore needed on the Board in future.

CORPORATE GOVERNANCE RESPONSIBILITIES

23. Review and where necessary, develop ABSA's corporate governance policies to provide reasonable assurance that they meet international corporate governance standards.

OTHER RESPONSIBILITIES

24. Review and update the Charter at least every two years and recommend changes to the Board for approval.
25. Review its own performance annually as part of the Board evaluation process and report such findings to the Board.
26. To the extent the Committee deems necessary, retain independent legal, accounting or other internal or external advisors, including access to advice from external consultants or specialists.
27. Members of the Committee will be available to meet with the Australian Charities and Not-for-profits Commission and other regulators on request.

DELEGATION TO ACT

28. The Committee may, in its discretion, delegate some or all of its duties and responsibilities to the Chairman of the Committee or the Chairman of the Board and may delegate any of its duties and responsibilities to a sub-committee of the Committee.