



**Group Nominations & Corporate Governance
Committee Charter**



Group Nominations & Corporate Governance Committee Charter

Contents

1. Scope.....	3
2. Objectives	3
3. Responsibilities	3
4. Board Committee Standing Procedures	4

1. Scope

The Group Nominations 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 Nominations & 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;
- Review 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;
- Review 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;

- Review that reporting disclosures in relation to nomination and Board performance meet the Board's disclosure objectives and all relevant statutory, regulatory requirements;
- Monitor contemporary Corporate Governance practices and emerging themes from regulators and industry and provide guidance and where appropriate, assign review and action to the relevant Board or Board Committee.
- 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.