



# Nomination Committee Charter

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## 1. Introduction

This Charter has been developed and approved by the Board to outline the manner in which the Nomination Committee discharges its responsibilities in relation to Telstra Group Limited ('Telstra') and the controlled entities in the Telstra Group (together, 'the Group').

## 2. Role of the Nomination Committee

The Nomination Committee is a Committee of the Board established under Telstra's Constitution to assist the Board in discharging its responsibilities on matters relating to:

- 2.1 the composition and performance of the Board (including Board diversity);
- 2.2 Director independence;
- 2.3 the appointment of the Group CEO<sup>1</sup> and Group CEO succession planning;
- 2.4 Group CEO and Group Company Secretary<sup>2</sup> performance; and
- 2.5 outside directorship requests from executives in relation to publicly listed companies or managers of listed managed investment schemes.

## 3. Membership

- 3.1 The Board appoints the Nomination Committee members and its Chair.
- 3.2 The Committee must be comprised of at least three Board members including the Chair of the Board, all of whom are determined by the Board to be independent.

## 4. Responsibilities

In performing its role, the responsibilities of the Nomination Committee include, but are not limited to:

### 4.1 Board Composition and Performance

#### *Composition - General*

- 4.1.1 Monitoring, reviewing and making recommendations to the Board on matters relating to the size and composition of the Board and Board succession, including succession of the Chair.
- 4.1.2 Formally assessing and making recommendations to the Board in relation to the appropriate mix of skills, experience, expertise and diversity required on the Board and assessing the

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<sup>1</sup> The term 'Group CEO' has the same meaning as set out in the Board Charter.

<sup>2</sup> The term 'Group Company Secretary' has the same meaning as set out in the Board Charter.

extent to which they are represented on the Board (through, among other things, a Board skills matrix).

#### *Board Diversity*

- 4.1.3 Reviewing Telstra's policy in relation to Board diversity and making recommendations to the Board for amendments to that policy, as required.
- 4.1.4 Making recommendations to the Board regarding measurable objectives for achieving Board diversity and reviewing and reporting to the Board in relation to Board diversity (including progress in achieving the Board diversity measurable objectives).

#### *Appointment, Election and Re-Election of Directors*

- 4.1.5 Establishing processes for the selection of suitable candidates for appointment to the Board (including ensuring that appropriate checks are undertaken before appointing a person, or putting forward to shareholders a candidate for election, as a Director) and the reappointment of incumbent Directors.
- 4.1.6 Making recommendations to the Board regarding the appointment and reappointment of Directors and the terms of appointment of non-executive Directors.
- 4.1.7 Ensuring that an appropriate program is in place for inducting all new Directors and providing appropriate professional development opportunities for Directors to develop and maintain the skills and knowledge needed to perform their role effectively.

#### *Board Committees*

- 4.1.8 Making recommendations to the Board on the membership of the Board's Committees. The membership of the Board's Committees will be reviewed at least every three years.

#### *Performance*

- 4.1.9 Establishing, monitoring and making recommendations to the Board in relation to processes for the review of the performance of individual non-executive Directors, the Board as a whole and the operation of Board Committees, including (where appropriate) engaging external consultants.
- 4.1.10 Identifying, assessing and, where appropriate, developing plans to enhance Director competencies, skills, knowledge and experience on business, industry, financial, legal and governance matters relevant to Telstra.
- 4.1.11 Monitoring and reviewing the time commitment required by non-executive Directors to Telstra Board matters having regard to Director's commitments to Telstra and others.

### **4.2 Director Independence**

- 4.2.1 Monitoring, undertaking an annual assessment of and making a recommendation to the Board as to the independence of each non-executive Director.
- 4.2.2 Ensuring the Board's final conclusions regarding Director independence and any other relevant information are included in the disclosures made in the annual report or annual corporate governance statement.

### **4.3 Appointment of the Group CEO and Group CEO succession planning**

- 4.3.1 Making recommendations to the Board regarding the appointment and, should it be necessary, the termination of the Group CEO's employment, and reviewing succession plans for the position of Group CEO.
- 4.3.2 If the position of Group CEO becomes vacant:
  - a) determining the appropriate strategy, and overseeing the process, for the selection of suitable candidates for appointment as Group CEO; and
  - b) reviewing the qualifications, skills and experience of potential candidates for the role of Group CEO.

#### **4.4 Group CEO and Group Company Secretary Performance**

- 4.4.1 Monitoring, reviewing and making recommendations to the Board on the key accountabilities and performance measures for the Group CEO and Group Company Secretary.
- 4.4.2 Monitoring the performance of the Group CEO and Group Company Secretary and, at least annually, reviewing their performance against agreed measures, and reporting the findings and recommendations to the Board.

#### **4.5 Outside Directorship Requests**

- 4.5.1 Reviewing and approving requests from executives to become a director of a company that is itself listed or is the manager of a listed managed investment scheme.

#### **4.6 Other**

- 4.6.1 Performing any other duties and undertaking or overseeing any specific projects as the Board may from time to time request.

### **5. Authority**

The Nomination Committee has full delegated authority from the Board to fulfil its responsibilities as set out in section 4 above. The Nomination Committee has rights of access to adequate internal and external resources, including:

- 5.1 having unrestricted access to management, employees and information of the Group the Nomination Committee considers relevant to its responsibilities under this Charter; and
- 5.2 obtaining independent advice, at Telstra's expense, including engaging and receiving advice and recommendations from appropriate independent experts.

### **6. Reporting Responsibilities**

- 6.1 The Chair of the Nomination Committee updates the Board regularly about matters relevant to the Nomination Committee's role, responsibilities, activities, and matters considered, discussed and resolved at Nomination Committee meetings.
- 6.2 Information and papers considered by the Nomination Committee are provided to other Committees and/or the Board as relevant.

### **7. Review of Nomination Committee Performance and Charter**

- 7.1 The Nomination Committee:
  - 7.1.1 undertakes an annual self-assessment of its performance and provides that information to the Board; and
  - 7.1.2 provides any information the Board may request to facilitate the Board's review of the Nomination Committee's performance and its members.
- 7.2 The Nomination Committee reviews this Charter annually and seeks Board approval for any changes.

### **8. Meeting Procedures**

The Board and Board Committee Procedural Rules set out the procedures for meetings of the Nomination Committee.