

## **NOMINATIONS COMMITTEE CHARTER<sup>1</sup>**

### **Objectives**

1. The objectives of the Qantas Nominations Committee are to assist the Board in fulfilling its corporate governance responsibilities in regard to:
  - a. Board appointments and performance<sup>2</sup>;
  - b. Directors' induction programs<sup>3</sup>;
  - c. Committee Membership;
  - d. Executive Management succession planning, appointments and terminations; and
  - e. other matters referred to the Committee by the Board.
2. In particular, the Committee is to undertake the functions of the nomination committee set out in the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations.

### **Membership**

3. The Committee is appointed by the Board in accordance with Clause 6.20 of the Qantas Constitution.
4. The Committee is to consist of<sup>1</sup>:
  - a. only Non-Executive Directors;
  - b. the Chairman of the Board (who will chair the Committee);
  - c. at least two Members; and
  - d. a majority of independent Non-Executive Directors.
5. The Company Secretary is to attend Committee Meetings, or to otherwise receive an update from the Chairman on proceedings of Committee Meetings, to ensure minutes are taken of each Meeting.
6. Directors who are not Committee Members may attend Meetings.

### **Meetings**

7. The Committee is to meet as requested by the Chairman.
8. As required by the Qantas Constitution, a quorum for a Committee Meeting is two Members.
9. The Chief Executive Officer and the Executive General Manager People are to attend such portion of each Meeting as requested by the Chairman.

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<sup>1</sup> ASX Principles, Recommendation 2.4, Commentary

<sup>2</sup> ASX Principles, Recommendations 2.4 and 2.5, including Commentary

<sup>3</sup> ASX Principles, Recommendation 2.5, Commentary

## **Access to Information and Independent Advice**

10. The Committee has the authority to seek any information it requires from any employee of the Qantas Group and all employees must comply with such requests<sup>1,4</sup>.
11. The Committee may take such independent legal, recruitment or other advice as it considers necessary<sup>1,5</sup>.

## **Duties and Responsibilities**

### **Board Appointments and Performance**

12. In assisting the Board, the Committee will:
  - a. assess the necessary and desirable competencies of Directors<sup>6</sup>;
  - b. ensure the Directors have the appropriate mix of competencies to enable the Board to discharge its responsibilities effectively<sup>6,9</sup>;
  - c. ensure that Directors have access to appropriate continuing education to update and enhance their skills and knowledge (including key developments in Qantas and within the airline industry)<sup>6</sup>;
  - d. develop Board succession plans to ensure an appropriate balance of skills, experience and expertise is maintained<sup>6,9</sup>;
  - e. make recommendations to the Board relating to the appointment and retirement of Directors<sup>6,9</sup>;
  - f. review the time commitment required from Non-Executive Directors and whether Directors are meeting that commitment<sup>6</sup>; and
  - g. ensure there is a regular Board performance review<sup>4</sup>.
13. In reviewing the composition and performance of the Board, the Committee will consider the term served by Non-Executive Directors to ensure that, over time, new Directors are appointed to challenge existing approaches and to incorporate new ideas and energy<sup>9</sup>.
14. In selecting and recommending the appointment of new Directors, the Committee will ensure that the candidate has the appropriate range of skills, experience and expertise that will best complement Board effectiveness<sup>6</sup>.
15. In addition, any candidate must confirm that they have the necessary time to devote to their Qantas Board position. In support of this confirmation, the candidate must provide the Committee with details of other commitments and an indication of time involved<sup>6</sup>.

### **Directors' Induction Program<sup>12</sup>**

16. The Committee should encourage each new Director to undertake an Induction Program which enables them to gain an understanding of:
  - a. the airline industry and the Qantas Group's operations;
  - b. the Qantas Group's financial, strategic, operational and risk management position;

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<sup>4</sup> ASX Principles, Recommendation 2.5, Commentary

<sup>5</sup> ASX Principles, Recommendation 2.1, Commentary

<sup>6</sup> ASX Principles, Recommendation 2.4, Commentary

<sup>9</sup> Board Resolution 14,492 passed on 20 May 2004

<sup>12</sup> ASX Principles, Recommendation 2.5, Commentary

- c. their rights, duties and responsibilities; and
- d. the role of Board Committees.

### **Committee Membership**

17. When it is considered appropriate, the Committee is to review the composition of Committees and submit recommendations to the Board for changes to those Committees.

### **Executive Management Succession Planning, Appointments and Terminations**

18. In respect of all Executive Management, the Committee is to review and recommend to the Board:
- a. succession planning; and
  - b. recommendations made by the Chief Executive Officer for appointments and terminations.

### **Other**

19. The Committee will consider any other matters referred to the Committee by the Board.

### **Reporting**

20. The Committee will report on its Meetings to the Board.

### **Committee Performance**

21. To determine whether it is functioning effectively, once each year the Committee shall:
- a. review this Charter;
  - b. review the effectiveness of the Directors' Induction Program<sup>12</sup>; and
  - c. undertake an evaluation of its performance.

#### **Charter History**

18 May 2005	Nominations Committee established. Chairman's Committee functions split and separate Nominations Committee and Remuneration Committee established.
16 April 2008	Revised Charter approved – reflects revised ASX Principles.