



# Agenda Item 2.1

## Nomination

## Committee Charter

Review of Draft Charter – Maria Maieli

**Ellex Medical Lasers Limited**

ACN 007 702 927

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# 1 Introduction

- 1.1 The Board of Ellex Medical Lasers Limited (“Ellex” or “the Company”) has established a Nomination Committee (“Committee”). It is noted that the Committee is a subcommittee of the Board. The Committee has no decision making powers except where expressly provided by the Board. The Committee’s role is to review and make recommendations to the Board.

# 2 Objectives

- 2.1 The objectives of the Ellex Nominations Committee are to assist the Board in fulfilling its corporate governance responsibilities in regard to:
- a) Board appointments, re-elections and performance;
  - b) Directors’ induction programs and continuing development;
  - c) Succession planning of Senior Executives and CEO
- 2.2 In particular, the Committee is to undertake the functions of a nomination committee set out in the ASX Corporate Governance Council’s Corporate Governance Principles and Recommendations 3rd Edition (ASX Principles).

# 3 Membership

- 3.1 The Committee is to consist of:
- a) Non-Executive Directors and Executive Directors;
  - b) the Chair of the Board (who will chair the Committee as an independent Non-Executive Director);
  - c) at least three Members.
- 3.2 The Company Secretary is to attend Committee Meetings, or to otherwise receive an update from the Chair on proceedings of Committee Meetings, to ensure minutes are taken of each Meeting.

## 4 Meetings

- 4.1 The Committee is to meet as requested by the Committee Chair, but in general, no less than twice each year. In the absence of the Chair, one of the Committee Members, either nominated by the Chair, or elected by the Committee, will act as the Committee Chair for that meeting.
- 4.2 As required by the Ellex Constitution, a quorum for a Committee Meeting is two Members.
- 4.3 Directors who are not Committee Members may attend Meetings, at the invitation of the Committee Chair.
- 4.4 The Chief Executive Officer is to attend such portion of each Meeting as requested by the Committee Chair.
- 4.5 The Committee will report on its Meetings to the Board.
- 4.6 Recommendations of the Committee are to be discussed with all Directors.

## 5 Responsibilities & Duties

### **Board Appointments, Re-Elections and Performance**

- 5.1 In assisting the Board in the appointment, re-election and performance of Directors, the Committee will:
  - a) assess the necessary and desirable competencies of Directors;
  - b) assess that Directors have the appropriate mix of competencies to enable the Board to discharge its responsibilities effectively;
  - c) develop Board succession plans so that an appropriate balance of skills, knowledge, experience, independence and diversity is maintained;
  - d) make recommendations to the Board relating to the appointment, re-election and retirement of Directors;
  - e) schedule regular Board performance reviews.

- 5.2 In selecting and recommending the appointment of new Directors, the Committee will:
- a) adopt a board skills matrix to assist the Committee in its Board succession planning and in recommending professional development initiatives for Directors;
  - b) assess candidates with regard to the diversity objectives of the Ellex Group;
  - c) engage external consultants where necessary to assist in the selection process of suitable candidates;
  - d) recommend candidates who have the appropriate range of skills, knowledge, experience, independence and expertise that will best complement Board effectiveness;
- and
- e) ensure that appropriate checks are undertaken before recommending the appointment of a new Director.

### **Induction and Continuing Development of Directors**

- 5.3 The Committee should ensure each new Director undertakes an Induction Program which enables them to gain an understanding of:
- a) the medical industry and the Ellex Group's operations;
  - b) the Ellex Group's financial, strategic, operational and risk management position;
  - c) the culture and values of the Ellex Group;
  - d) their rights, duties and responsibilities and those of Ellex Management;
  - e) Board and Committee Meeting arrangements, including the role of Board Committees; and
  - f) constructive and respectful relations between Board Members, and between the Board, Ellex Management and other Stakeholders.
- 5.4 The Committee will review:
- a) the effectiveness of the Director Induction Program; and
  - b) that Directors have access to appropriate continuing professional development opportunities to maintain and enhance their skills and knowledge.

### **Senior Executives & Chief Executive Officer Succession**

- 5.5 The Committee will oversee the process for the succession of the Senior Executives and Chief Executive Officer.

### **Other**

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

## 6 Committee Performance

- 6.1 To determine whether it is functioning effectively, once each year the Committee shall:
- a) review this Charter and;
  - b) undertake an evaluation of its performance.