



## **REMUNERATION AND NOMINATIONS COMMITTEE CHARTER**

**One Basin CRC Limited  
(ACN 660 665 305)**

**October 2022**

# ONE BASIN CRC LIMITED

## REMUNERATION AND NOMINATIONS COMMITTEE CHARTER

### 1. Introduction

1.1 The Remuneration and Nominations Committee (Committee) is a committee of the Board of the One Basin CRC Limited (Company) that assists the Board to discharge its responsibilities relating to:

- (a) remuneration and other personnel policy issues for the Company;
- (b) Board performance reviews and Director remuneration; and
- (c) nominations for director election - policy and processes for the Company as required under Sections 23-27 inclusive of the Company Constitution.

1.2 The Committee has authority from the Board to review and investigate matters within the scope of this Charter and make recommendation to the Board in relation to any action.

### 2. Duties and responsibilities

2.1 The Committee is required to discharge the following duties:

#### 2.2 Remuneration and other personnel policy issues for the Company

- (a) The Committee will review and where appropriate make recommendations to the Board on the following matters:
  - i. Employment contracts;
  - ii. Personnel performance management and incentive systems;
  - iii. CEO KPIs and performance reviews;
  - iv. Monitor CEO's review of the performance/KPIs of senior management;
  - v. Annual remuneration reviews and adjustments;
  - vi. Monitor and keep the Board informed of the development and effectiveness of the succession planning process; and
  - vii. The continuing appropriateness of remuneration and

other personnel policies and procedures.

2.3 Board performance reviews and Director remuneration

- (a) The Committee will review and where appropriate make recommendations to the Board on the following matters:
- i. Board performance reviews;
  - ii. In conjunction with the Chair, Individual Director performance reviews;
  - iii. Director remuneration; and
  - iv. The continuing appropriateness of Board performance & Director remuneration policies and procedures.

2.4 Nominations for Director election

- (a) The Committee will review and where appropriate make recommendations to the Board on the following matters:
- i. The Company's Director nomination process that will include:
  - ii. the ability for nominees for Director positions to be identified, including by Members and Directors;
  - iii. due consideration of nominees, including against the current and future skills and diversity needs of the Company and the requirements of the Grant Agreement;
  - iv. the recommendation of nominees to Members prior to the relevant annual general meeting; and
  - v. the recommendation of Director nominees to the Board to fill casual vacancies.
  - vi. The continuing appropriateness of Director nomination policies and procedures.
- (b) Develop a process to seek independent candidates for Board membership.

**3. Meetings**

- 3.1 The Committee will meet as frequently as considered necessary by the Committee for it to discharge its role effectively.

- 3.2 The Chair of the Committee or the Chair of the Board may call a meeting of the Committee at any time, or if so requested by any member of the Committee.
- 3.3 A quorum will consist of two members.
- 3.4 The Committee may meet via any suitable medium.
- 3.5 Resolutions shall be passed by a majority of the members present.
- 3.6 To resolve some matters in a timely manner, the Chair may elect to conduct a resolution by way of out-of-session vote. A written proposal(s) will be circulated to members, usually by email and a time and date will be specified for responses to be returned. A resolution shall only be made if supported by a majority of members. Members will be advised promptly of the outcome of any out-of-session resolutions.

#### **4. Committee Membership**

- 4.1 Committee members will be appointed by the Board. The majority of members must be directors.
- 4.2 At least one member should have legal, governance or human resources expertise.
- 4.3 New members should be provided with a copy of the Committee's Charter and other specific information about the Company.
- 4.4 Any non-executive Director may attend any meeting of the Committee after giving notice to the Chair.
- 4.5 The CEO will be invited to attend meetings as required.

#### **5. Chair**

- 5.1 The Chair of the Committee will be a director appointed by the Board.
- 5.2 Should the Committee Chair be absent from a meeting, the members present at the meeting will choose one of their number to be chair for that meeting.
- 5.3 The Chair of the Committee should report formally to the Board, a verbal report is acceptable. This report should include the Committee's minutes, any formal recommendations of the Committee and any other issues of which the Committee believes the Board should be made aware.

**6. Secretary**

- 6.1 The Company Secretary will be the Committee secretary.
- 6.2 The Secretary, in consultation with the Chair, will prepare an agenda and papers for each meeting, and circulate them to all Committee members at least 48 hours before each meeting.
- 6.3 The Secretary will prepare the minutes of the Committee meetings. A copy of the minutes will be circulated to all Committee members.

**7. Charter review**

- 7.1 The Committee will annually self-assess its performance against this Charter, and will report on its performance to the Board, including any recommended amendments to this Charter.
- 7.2 The Board may amend this Charter at any time by resolution.

---

**APPROVAL**

**Approved**



**Wendy Craik**  
**Chair, One Basin CRC Limited Board**

**Date 17 November 2022**

**Document Version Control Table**

Policy Author:	Company Secretary	Policy Owner:	Remuneration & Nominations Committee
Status:	Final	Review period:	Annual
Version:	1	Next review date:	October 2023
Effective Date:	1 October 2022	Document Location:	Board Effect One Basin CRC Shared Document Folder

**Document History**

Version	Date Approved	Approver	Description of revision	Internal Distribution	
				Date	Recipient/s
1	17 Nov 2022	Board Chair	Initial Document		BoardEffect Portal