



AWF Nomination and Remuneration Committee Charter

1. Structure and Skills

1.1. Purpose

The Nomination and Remuneration Committee (the **Committee**) appointed by the Board (AWF Board) assists the Board in fulfilling its responsibilities relating to:

- Identifying suitable individuals with recognised skill sets and experience that could be encouraged to stand for election as Directors at meetings of members;
- the selection of individuals to be appointed to the Board as Appointed Directors or under a casual vacancy;
- the selection and composition of committees of the Board;
- CEO and any other staff remuneration;
- review of Independent Service Suppliers (ISS) Agreements; and
- human resources policies.

The existence of the Committee does not imply the fragmentation or diminution of the Board's role.

1.2. Authority

The Board has authorised the Committee, within the scope of their duties and responsibilities set out in this charter to:

- perform the activities required to address its responsibilities and make recommendations to the Board;
- select, engage, and approve fees for any professional advisers that the Committee may require carrying out its duties;
- require the attendance of any AWF staff member or ISS at meetings as appropriate; and
- have unrestricted access to AWF staff, ISS and information it considers relevant to its responsibilities under this charter.

1.3. Membership

The Committee appointed by the Board consists only of independent Directors and shall comprise at least three Members who have the requisite expertise to make a valuable contribution to the Committee.

Committee member rotation is encouraged.

The Company Secretary or their designate is the Committee Secretary.

1.4. Chair

The Board shall appoint one of the Committee members to be the Committee Chair. The Committee Chair shall chair the meetings of the Committee and set its agendas.

Should the Committee Chair be absent from a meeting, the Committee Members present must appoint a Chair for that particular meeting.

1.5. Education

The Board is responsible for providing new Committee members with an appropriate induction program and ongoing educational opportunities.

1.6. Meetings

The Committee must meet at least twice per year and participants may attend by video conference (including Skype) and/or teleconference.

The Committee Chair, any Committee Member or the Committee Secretary may call a meeting of the Committee.

1.7. Meeting Attendance

Any person may be invited by the Committee Chair to attend meetings of the Committee, but not necessarily for the full duration of the meeting.

1.8. Quorum and Voting

A quorum must consist of two members of the Committee.

The Committee Chair shall not have a second or casting vote.

1.9. Minutes

The Committee Secretary or delegate must prepare the minutes of the Committee within seven (7) working days. After the Committee Chair has given preliminary approval, the draft minutes are circulated to all Committee members and the other Directors.

1.10. Reviews

The Committee will review at least annually this Committee charter and recommend to the Board for approval any appropriate amendments.

2. Duties and Responsibilities

In assisting the Board in fulfilling their responsibilities, the duties of the Committee shall be:

2.1. Board composition and succession planning for Directors

- Establish criteria for the selection of new Directors to serve on the Board.
- Review the Board's composition to ensure it has the appropriate skills to assist in the achievement of the AWF's vision and goals.
- Research and identify for the Board appropriate candidates for consideration as Directors, as part of succession planning. In identifying candidates for membership on the Board, the Committee may take into account all factors it considers appropriate, which may include strength of character, mature judgment, career specialisation, relevant technical skills, diversity, and the extent to which the candidate would fill a present need on the Board.
- Recommend that the Board fill Appointed Director positions or casual vacancies with candidates identified by this Committee.
- Recommend to the Members that they elect candidates identified by this Committee at Board elections.
- Review and make recommendations to the full Board whether Directors should stand for re-election and consider matters relating to the retirement of Directors, including enforcing term limits.
- Conduct all necessary and appropriate inquiries into the backgrounds and qualifications of possible candidates.
- Consider questions of independence and possible conflicts of interest of Directors.
- Review and make recommendations, as the Committee deems appropriate, regarding the composition and size of the Board in order to ensure the Board has the requisite expertise and its membership consists of persons with sufficiently diverse and independent backgrounds.
- Oversee the performance evaluation of the Board (including the Chairman and Directors), the CEO and if applicable, senior management.

2.2. Director remuneration and honorarium

- Recommend to the Board suitable remuneration and reimbursement arrangement for Directors, subject to the AWF's constitution and budget.

2.3. Management succession planning

- Ensure a sustainable management succession plan is in place.

2.4. Staff remuneration

- To make recommendations to the Board regarding staff remuneration policies, including remuneration packages and contracts.
- Recommend to the Board the goals and objectives relevant to the remuneration for the CEO, any other staff and ISS, including annual performance objectives.
- Evaluate the performance of the CEO, any other staff and ISS in light of those goals and objectives and, based on such evaluation, approve, or recommend to the full Board of Directors the approval of, the annual salary, bonus, and other benefits, direct and indirect, of the CEO, other staff and ISS.
- To oversee the implementation of the staff remuneration policies.

- To make recommendations to the Board in relation to the remuneration of the CEO, any other staff and ISS ensuring decisions are benchmarked against appropriate benchmark standards.

2.5. Human Resources

- To review and recommend to the Board, human resources policies as appropriate.

2.6. Board requests

- Perform any other duty or undertaking that the Board may request from time to time.

2.7. Reporting

- The Committee Chair will report to the Board on the Committee meetings regarding all relevant matters and appropriate recommendations in a written report (with supporting material) for noting or approval by the Board.

3. Nomination and Remuneration Committee Annual Agenda

	Scheduled meetings			
Structure and skills				
Review Nomination and Remuneration Committee charter and Annual Agenda				
Establish number of meetings for forthcoming year				
Committee Chair to establish meeting agenda and required attendees				
Enhance remuneration, succession planning and human resource knowledge- update on current financial events				
Perform an evaluation assessment on the Committee's and individual Member's performance				
Board composition and succession plan for Directors				
Skill gaps review				
Possible candidates identified				
Management succession planning				
CEO succession planning				
Other staff and ISS succession review				
General remuneration				
Review general remuneration policy				
Human Resources				
Review human resources policies				
Review human resources policies compliance				
Review insurance activities				
Reporting				
Maintain minutes and report to the Board				