

# IDP Education Limited

## Nomination Committee Charter

### 1 Purpose and authority

#### 1.1 Purpose

The purpose of this Nomination Committee Charter is to specify the authority delegated to the Nomination Committee (**Committee**) by the board of directors (**Board**) of IDP Education Limited (the **Company**) and to set out the role, responsibilities, membership and operation of the Committee.

#### 1.2 Authority

The Committee is a committee of the Board established in accordance with the Company's Constitution and authorised by the Board to assist it in fulfilling its statutory, fiduciary and regulatory responsibilities. It has the authority and power to exercise the role and responsibilities set out in this Charter and granted to it under any separate resolutions of the Board from time to time.

### 2 Role of the Committee

The Committee assists and advises the Board on:

- (a) director selection and appointment practices;
- (b) director performance evaluation processes and criteria;
- (c) Board composition; and
- (d) succession planning for the Board and senior executives,

to ensure that the Board is of a size and composition (subject to the requirements set out in the Company's Constitution and Board Charter) conducive to making appropriate decisions, with the benefit of a variety of perspectives and skills and in the best interests of the Company as a whole.

### 3 Responsibilities

#### 3.1 General

Subject to the matters set out in the Company's Constitution and Board Charter regarding the appointment of directors and the composition of the Board, the Committee is responsible for:

- (a) making recommendations regarding the size of the Board and the necessary and desirable competencies, experience and attributes of directors;
- (b) identifying and making recommendations to the Board for the appointment of new Board candidates, having regard to their skills, experience and expertise in accordance with the criteria set by the Board and the policy outlined in the section below;
- (c) making recommendations to the Board for the re-election of directors, subject to the principle that a Committee member must not be involved in making recommendations to the Board in respect of themselves;
- (d) developing and reviewing induction procedures for new appointees to the Board to enable them to effectively discharge their duties, including increasing their knowledge about the Company and the industry within which the Company operates, and regularly reviewing the effectiveness of those procedures;

- (e) developing, implementing and reviewing continuing education measures to enhance director competencies and to update and enhance directors' knowledge and skills including on key developments affecting the Company and the industry and environment in which it operates;
- (f) overseeing the development and implementation of a process for the evaluation of the performance the Board, Board committees, and directors individually, using both measurable and qualitative indicators and assisting the Board and the Chair as required in evaluating the performance of the Board, its Committees and individual directors;
- (g) reviewing the time required to be committed by non-executive directors to properly fulfil their duties to the Company and whether non-executive directors are meeting these requirements;
- (h) reviewing Board (including the Chair) and senior executive succession plans and processes, including for the CEO and other senior executive positions and being conscious of each director's tenure, to maintain an appropriate balance of skills, experience, expertise and diversity;
- (i) reviewing the performance of the Chair and reporting the results of the evaluation to the Board.

### **3.2 Policy and procedure for selection and appointment of new directors**

Subject to the matters set out in the Company's Constitution and Board Charter regarding the appointment of directors and the composition of the Board, factors to be considered when reviewing a potential candidate for Board appointment include without limitation:

- (a) the skills, experience, expertise and personal qualities and attributes that will best complement Board effectiveness;
- (b) the diversity of Board composition;
- (c) the capability of the candidate to devote the necessary time and commitment to the role; and
- (d) potential conflicts of interest, and independence.

Detailed background information in relation to a potential candidate should be provided to all directors.

The identification of potential director candidates may be assisted by the use of external search organisations as appropriate.

An offer of a Board appointment must be made by the Chair only after having consulted all directors, with any recommendations from the Committee having been circulated to all directors.

All new Board appointments should be confirmed by letter in the standard format as approved by the Board or the Committee from time to time.

### **3.3 Diversity**

The Committee is responsible for:

- (a) developing measurable objectives to achieve gender diversity in accordance with the Company's diversity and inclusion policy;
- (b) monitoring, reviewing and reporting to the Board on the Company's performance in respect of progress against the objectives and under the diversity and inclusion policy more broadly;

- (c) reviewing the Company's diversity and inclusion policy at least annually to assess its effectiveness and make recommendations to the Board; and
- (d) reviewing and reporting to the Board at least annually on the relative proportions of women and men at all levels of the business.

#### **4 Reporting and disclosure**

The Committee will approve the inclusion of information regarding the Company's measurable objectives for achieving gender diversity and its progress towards achieving them in the Company's annual report.

Information on the Committee's attendance at and frequency of Committee meetings will be included in the Company's annual report.

The Committee Chair will attend the Company's annual general meetings prepared to respond to any shareholder questions on the Committee's activities.

#### **5 Delegation**

The Committee may delegate any of its powers and responsibilities as the Committee thinks appropriate for the administration of related nomination and diversity and inclusion activities.

#### **6 Membership**

##### **6.1 Composition and size**

The Committee will consist of at least three members, at least one of whom is an A Class Director (as defined in the Company's Constitution) and at least one of whom is a representative of Education Australia.

The Board is responsible for the appointment of members to the Committee, for setting the term of member appointments and for the revocation of any such appointments.

Each member is expected to possess adequate nomination, diversity and inclusion, regulatory and industry knowledge to carry out his or her responsibilities as a member of the Committee.

##### **6.2 Chair**

The Chair of the Committee shall be appointed by the Board and must be Independent (as defined in the Company's Constitution). If, for a particular Committee meeting, the Committee Chair is not present within 10 minutes of the nominated starting time of the meeting, the Committee may choose one of their number to be the Chair for the meeting.

##### **6.3 Secretary**

The Company Secretary (or another person nominated by the Board) is the secretary of the Committee.

#### **7 Committee meetings and process**

##### **7.1 Meetings**

Meetings and proceedings of the Committee are governed by the provisions of the Company's Constitution regulating meetings and proceedings of the Board and committees of the Board in so far as they are applicable and not inconsistent with this Charter.

## **7.2 Frequency and calling of meetings**

The Committee will meet as frequently as required to perform its functions, but not less than biannually. The Chair must call a meeting of the Committee if requested by any member of the Committee, the external auditor, the internal auditor or the Chair of the Board.

## **7.3 Quorum**

Two directors, at least one of whom must be an A Class Director (as defined in the Company's Constitution) and at least one of whom must be a representative of Education Australia, constitute a quorum for meetings of the Committee.

## **7.4 Attendance by management and advisers**

The Committee may invite any person from time to time to attend meetings of the Committee.

## **7.5 Conflicts**

No member of the Committee will participate in the determination of their own nomination or appointment.

## **7.6 Authority of the Committee**

The Committee has the authority to:

- (a) obtain independent professional or other advice in the fulfilment of its duties at the cost of the Company (subject to prior consultation with the Chair of the Board); and
- (b) obtain such resources and information from the Company, in the fulfilment of its duties, as it may reasonably require.

## **7.7 Minutes and reporting**

The secretary will keep minute books to record the proceedings and resolutions of its meetings.

The Chair of the Committee, or delegate, will report to the Board after each Committee meeting. Minutes of Committee meetings will be included in the papers for the next Board meeting after each Committee meeting.

## **8 Review of Committee performance**

The Committee will review its role and responsibilities and evaluate the effectiveness of its performance at least annually, or earlier if circumstances dictate.

## **9 Currency and Review of Charter**

This Charter was adopted by the Board on 20 June 2016.

The Board will review this Charter to ensure it remains relevant to the current needs of the Company and the Board. This Charter may be amended by resolution of the Board.

This Charter will be made available on the Company's website and the key features will be published in the annual report.