

CAMPBELL PAGE

GOVERNANCE COMMITTEE

TERMS OF REFERENCE

Board's Role in Governance

- To ensure best practice corporate governance
- To develop and maintain a collaborative, transparent and ethical relationship with the CEO and Executives of Campbell Page
- To develop and work to Board policies for best practice organisational governance.

Committee Objectives

The objectives of the Governance Committee are:

1. To assist the Board to discharge its duty regarding corporate governance responsibilities and duties.
2. To make recommendations to the Board regarding Board Directors self-review of performance, the appointment, induction of new Directors, succession planning, ongoing Board and Director learning and development and remuneration.
3. To provide a conduit between the Board and the CEO to assist the Board to manage the performance and accountability of the CEO; including setting performance indicators, remuneration and succession planning.

Membership

1. The Governance Committee is appointed by the Board from Board Directors and shall consist of up to three members.
2. The chair of the Committee is appointed by the Chair of Campbell Page
3. A quorum is 2 members, one of whom is the Chair
4. Whilst neither the CEO nor any other staff members are members of the Committee, the CEO should attend all meetings

Operating Principles of the Committee:

1. The Committee will meet at least four times a year. The Chair of the Committee may also call a meeting of the Committee if requested by the Board, or in response to an area of its responsibilities requiring attention or action.
2. The Committee will report to the Board after each meeting or as specified or requested by the Board. Meetings are minuted, a copy to be provided to the next Board meeting.
3. All Directors can attend all meetings of the Governance Committee as an observer.
4. The Committee should request Board authorisation for external resources needed to assist with its work.
5. The Committee should review its Charter annually and any changes in members, roles or responsibilities should be approved by the Board.

Responsibilities

The duties of the Governance Committee are as follows:

1. Make recommendations to the Board on matters relating to its duty of care responsibilities.
2. Make recommendations to the Board on its performance review; in addition, ensuring that there is external review of Board not less than every three years.
3. Manage the process of succession planning for the Board Chair and Board members, including recruitment, induction, onboarding, and resignation of Directors.
4. Assess and respond to the learning needs of the Board and of individual Directors.
5. Make recommendations to the Board on all matters relating to the remuneration, payment of expenses of Directors and governance budget items.
6. Make recommendations to the Board on all matters relating to the CEO's performance, accountability, succession planning and remuneration at least annually.
7. Manage the process of engaging a new CEO or the termination of the contract of an existing CEO, including conducting the exit process.
8. Ensure adequate succession planning for Directors referring to the skills matrix and required Board profile.

Authority:

1. The Committee has no executive powers about its findings and recommendations, i.e. it cannot commit the Board to any action or decision unless the Board, in advance, delegates such authority.
2. The Committee cannot delegate any task to another committee without approval of the Board.
3. The Committee may obtain legal or other independent professional advice, and secure the attendance at meetings of third parties with relevant experience and expertise if it considers this necessary, subject to prior approval by the Board.