

Nomination and Governance Committee Charter

Approved by the Board of
Ramsay Health Care Limited
on 22 February 2022.

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Ramsay
Health Care

Nomination and Governance Committee Charter

OVERVIEW

The Board of Ramsay Health Care Limited (the **Company**) has established a Nomination and Governance Committee to assist it with overseeing:

- nomination processes; and
- governance matters.

MEMBERSHIP OF THE COMMITTEE

The Committee must consist of:

- (a) only Non-Executive Directors;
- (b) a majority of independent directors; and
- (c) a minimum of three members of the Board.

The Board may appoint additional Non-Executive Directors to the Committee or remove and replace members of the Committee by resolution. Members may withdraw from membership by written notification to the Board.

All Non-Executive Directors have a standing invitation to attend Committee meetings and have access to Committee papers, subject to conflicts. Other non-committee members, including members of management, may attend all or part of a meeting of the Committee at the invitation of the Committee Chair.

ROLE AND RESPONSIBILITIES

Nomination

The responsibilities of the Committee in respect of nomination are as follows:

- (a) Assist the Board to develop and regularly review its board skills matrix setting out the mix of skills, expertise, experience and diversity that the Board currently has or is looking to achieve in its membership.
- (b) Review and recommend to the Board the size and composition of the Board, including review of Board succession plans and the succession of the Chairman, having regard to the Board skills matrix and the objective that the Board comprise directors with a broad range of skills, expertise and experience from a broad range of backgrounds, including gender.
- (c) Review and recommend to the Board the criteria for nomination as a director and the membership of the Board more generally, including:
 - (1) making recommendations 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; and
 - (2) assisting the Board to identify qualified individuals for nomination to the Board, in accordance with the policy outlined below in 'Selection and Appointment of New Directors'.
- (d) Review succession plans for the CEO and identify and recommend to the Board candidates for the position of CEO where required, following background checks on these candidates being undertaken.
- (e) Assist the Board in relation to the performance evaluation of the Board, its Committees and individual directors.
- (f) Monitor that processes are in place to support director induction and ongoing education and regularly review the effectiveness of these processes.
- (g) Oversee the regular assessment of, and make recommendations to the Board as to, the independence of each Director and associated disclosures.

- (h) Annually review and report to the Board on the relative proportions of women and men on the Board, in senior executive positions, and across the whole workforce.

Governance

The responsibilities of the Committee in respect of governance are as follows:

- (a) Consider with management the Group's main corporate governance policies and practices, as well as the extent to which they support the Group's values and culture.
- (b) Review and make recommendations to the Board on corporate governance matters, including proposed changes to existing structures or practices, as may be requested by the Board.
- (c) Review and recommend to the Board for approval the Group's annual Corporate Governance Statement.
- (d) Report to the Board periodically with respect to significant developments in the law and practice of corporate governance.
- (e) Oversee approach to company-secretarial supported Board operations such as annual Board calendars and meeting agendas to ensure they continue to facilitate Board effectiveness.
- (f) Review and recommend to the Board for approval any proposed consultancy arrangements with a director, senior executive or a related party of a director or senior executive.

SELECTION AND APPOINTMENT OF NEW DIRECTORS

Policy

Factors to be considered when reviewing a potential candidate for Board appointment include without limitation:

- the skills, experience, expertise and personal qualities that will best complement Board effectiveness and promote Board diversity having regard to:
 - the Board skills matrix; and
 - the existing composition of the Board;
- the capability of the candidate to devote the necessary time and commitment to the role (this involves a consideration of matters such as other Board or executive appointments); and
- potential conflicts of interest, and independence.

Procedure

- (a) Detailed background information in relation to a potential candidate should be provided to all Directors.
- (b) A detailed description of the role should be prepared.
- (c) The identification of potential Director candidates may be assisted by the use of external search organisations as appropriate.
- (d) Appropriate checks should be undertaken in relation to all potential candidates. This process may be assisted by the use of external organisations as appropriate.
- (e) An offer of a Board appointment must be made by the Chairman only after having consulted all Directors, with any recommendations from the Committee having been circulated to all Directors.
- (f) 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.

RE-ELECTION OF DIRECTORS

Each year, the Committee will review each of the Directors who are seeking re-election in light of their independence, the result of their performance review, the Group's succession plans and any other factor considered relevant to the Director's contribution to the Board. On the basis of its review, the Committee will make a recommendation to the Board regarding whether to support the Director's re-election.

RIGHTS OF ACCESS AND AUTHORITY

The Committee has unrestricted access to information it considers relevant to its responsibilities. The Committee has rights of access to management and to auditors (external and internal) without management present, and rights to seek explanations and additional information from both management and auditors.

REVIEW OF CHARTER

The Board will, at least every two years, review the membership and Charter of the Committee to determine its adequacy for current circumstances and the Committee may make recommendations to the Board in relation to the Committee's membership, responsibilities, functions or otherwise.

ADMINISTRATIVE MATTERS AND PROCEDURES

The proceedings of the Committee will be conducted in accordance with provisions set out in Attachment 1.

Attachment 1

ADMINISTRATIVE MATTERS AND PROCEDURES

Meetings

The Committee will meet as often as the Committee members deem necessary in order to fulfil their role. However, it is intended that the Committee will normally meet at least quarterly.

Chair

The Chair of the Committee will be selected by the Board. If the Chair is unavailable to chair the meeting, the members present must elect one of themselves to chair the meeting.

Quorum

The quorum is at least two members.

Secretary

The Group General Counsel & Company Secretary, or his or her delegate, must attend all Committee meetings as minute secretary.

Convening and notice of meeting

Any member may, and the Group General Counsel & Company Secretary must upon request from any member, convene a meeting of the Committee. Notice will be given to every member of the Committee, of every meeting of the Committee. However, there is no minimum notice period and acknowledgement of receipt of notice by all members is not required before the meeting may be validly held.

Independent advice

The Committee may seek the advice of the Group's auditors, solicitors or other independent advisers, consultants or specialists as to any matter pertaining to the powers or duties of the Committee or the responsibilities of the Committee.

Minutes

Minutes of meetings of the Committee must be kept by the Secretary. All minutes of the Committee must be entered into a minute book maintained for that purpose and be available for inspection by any director.

Reporting

The Committee Chair will provide a brief oral report to the Board as to any material matters arising out of Committee meetings. All Directors may, within the Board meeting, request information of members of the Committee.

A copy of the minutes of the Committee will also be provided to the Board with the Board papers.

The Committee will also consider if any material matters arising out of the Committee meeting should be advised to any other Committee and, if so, ensure that this occurs.

