

NOMINATIONS COMMITTEE CHARTER

1. Introduction

The Nominations Committee Charter ('Charter') sets out the composition, role and responsibilities of the Nominations Committee (the 'Committee'). The Committee is a committee of the Board of Directors (Board) of MANUFACTURING INDUSTRY SKILLS ALLIANCE LTD ('the Manufacturing Alliance' or the 'Company').

2. Purpose

As set out in the Company Constitution, the Nominations Committee is responsible for seeking nominations for Director positions, evaluating Board candidates and recommending individuals for appointment or election as a Director, and for such other functions as determined by the Board from time-to-time.

3. Role

The role of the Committee is to assist and advise the Board to fulfil its responsibilities to members of the Company on:

- Matters relating to the composition, structure and operation of the Board including the identification of candidates and recommendations for appointment of Directors and an Independent Chair.
- Other matters as required.

The Nominations Committee is a Board Committee.

4. Committee Objectives

4.1 Board:

- Provide assurance that the Board has the effective composition, size and commitment to adequately discharge its responsibilities and duties.
- Provide assurance to the Board that all Directors meet the eligibility requirements prescribed in the Constitution.
- As directed by the Board, conduct searches for new Board members and recommend preferred candidates to Members or the Board.
- Review and recommend Board competencies, number and profiles of Board members.
- Ensure that Board induction and succession plans are in place to maintain the required competencies, number and profiles of Board members.
- Regularly monitor Board membership and structure and oversee the Board Skills Matrix to ensure that there is appropriate representation of skills and sectors on the Board.
- Develop and recommend a process for evaluating the performance of the Board, including:
 - i. evaluation of time required from Directors and whether such time requirements are being met.
 - ii. an annual internal performance review of the Board, Committees and Directors; and
 - iii. an independent three-yearly review of the performance of the Board, Committees and Directors.

4.2 Board Nomination:

When reviewing a nomination for directorship, the Committee must consider the provisions of Section 4 of the Constitution, specifically. A Director must be an individual who is at least 18 years of age.

- (a) A person is not eligible to serve as a Director unless they are capable of demonstrating:
 - i. Practical experience in, or a strong connection to, a relevant industry sector; and
 - ii. Experience or expertise in one of the following fields: accounting, finance, marketing, law, corporate governance, vocational education and training or technology; or
 - iii. That they meet any other eligibility category that the Board determines is necessary to ensure the Board has a broad skillset and provides for a diverse range of backgrounds.
- (b) A person is not eligible to serve as a Director if the person is also an Officer of:
 - i. A Commonwealth, State, Territory or local government agency or body (including government business enterprises);
 - ii. A Registered Training Organisation;
 - iii. A Group Training Organisation;
 - iv. An Employment Service Provider; or
 - v. An AASN Provider.
- (c) Neither the auditor of the Company nor any partner, director or employee of the auditor is eligible to act as a Director.

5. Composition and Term

The Nominations Committee will be comprised of the Chair of the Board, two Directors who have been nominated by Foundation Members and two Directors who have been nominated by Ordinary Members.

Appointment to the Committee will be for 3 years or as determined by the Board.

The duties and responsibilities of a member of the Committee will be in addition to those duties set out for a Director of the Board.

6. Meetings

The Committee will hold meetings at least twice a year and additionally as it considers necessary.

A quorum will be at least three members of the Committee.

The Board Chair will chair the Committee. In the Committee Chair's absence from a meeting, the members of the Committee present at the meeting will select a chair for that meeting.

Meetings of the Committee may be held face-to-face or by any technological means by which members can participate in a discussion.

The notice and agenda of the meeting will include relevant supporting documentation as appropriate.

Committee members are required to:

- (a) disclose any actual, potential or perceived conflicts of interest they have in relation to affairs of the Committee to the other members of the Committee; and
- (b) must not:
 - (i) be present while any matter which relates to their conflict of interest is being considered at the meeting; or

- (ii) vote on the matter,
unless those Committee members who do not have a conflict of interest in the matter have passed a resolution that:
- identifies the Committee member;
 - the nature and extent of their conflict of interest; and
 - states that those Committee members are satisfied that the interest should not disqualify the Committee member from voting or being present

The Committee may invite other people to attend as it sees fit and consult with other people or seek any information it considers necessary to fulfil its responsibilities, including but not limited to the Chief Executive Officer and the Company Secretary.

Directors who do not form part of the Committee may also be invited to attend Committee Meetings.

The Committee Chair will communicate the decisions of the Committee to the Board after each meeting within a reasonable period.

7. Secretary

The Company Secretary for the Company will act as secretary for the Committee.

The Secretary, or a person nominated by the Committee, is responsible for taking minutes of each meeting and distributing them to Committee Chair as soon as practicable after the close of the meeting. The minutes should ordinarily be included in the papers for the next full Board meeting after each Committee meeting.

The Company Secretary will undertake the administrative duties for nominations, as specified by the Committee.

8. Reporting to the Board

The Committee will update the Board from time-to-time and make relevant recommendations in relation to matters arising for consideration by the Board.

The Committee Chair will provide an oral report to the Board should a Board meeting be scheduled before the minutes can be prepared and circulated. The Committee Chair should report on the proceedings of the Committee meeting, the outcomes and recommendations and any other relevant issues.

9. Access and Public Disclosure

The Nominations Committee Charter will be made accessible to the Members of the Company through the Manufacturing Alliance's website.

The Committee has the right to access:

- (a) access all books, records and documents for the Manufacturing Alliance; and
- (b) appoint and engage independent legal or external risk management advice in relation to its duties, subject to the prior approval on expenditure by the Chairperson of the Board (which may not be unreasonably withheld); and
- (c) The appropriate internal resources to carry out its duties.

10. Voting

Any matters requiring a decision will be decided by a majority of votes of members present. The Chair of

the Committee will not have a casting vote.

11. Committee Performance

The Committee will review its performance biennially, including the extent to which it has met its responsibilities under this charter.

12. Review of Charter

The Committee will review the Charter at least annually and recommend to the Board any changes for approval.

The Charter may be amended by resolution of the Board.

Adopted by the Board on 15th December 2022