



# **NOMINATIONS AND GOVERNANCE COMMITTEE CHARTER**

This Charter has been approved by the  
Board of Iluka Resources Limited (12 December 2017)

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## 1 Introduction

- 1.1 The Board of directors (“Board”) of Iluka Resources Limited (“the Company”) has established a Nominations and Governance Committee (“the Committee”).
- 1.2 This Charter sets out the specific responsibilities delegated by the Board to the Committee and the Committee’s objectives, authority, responsibilities, composition and operation.

## 2 Overall Purpose

The purpose of the Committee is to assist the Board by:

- (a) ensuring the best possible directors are selected, appointed, and retained;
- (b) planning and advising on appointment and succession for the Managing Director; and
- (c) advising on the most suitable governance practices and processes to enable the Company to operate to a high standard, and in an efficient way.

## 3 Membership

- 3.1 The Committee must consist of:
- (a) only non-executive directors;
  - (b) a minimum of three members;
  - (c) a majority of independent directors; and
  - (d) an independent director as Chairman.
- 3.2 Members and the Chairman of the Committee will be appointed by the Board.

## 4 Responsibilities

### 4.1 Nominations

The Committee undertakes a number of tasks to deliver on its agreed purpose:

- (a) assisting the Board to develop and review a Board skills matrix setting out the mix of experience, qualifications, backgrounds and other dimensions that are necessary for effective company governance and leadership;

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- (b) reviewing existing directors backgrounds against this matrix for the purposes of development and succession;
- (c) reviewing and recommending to the Board the size and composition of the Board and potential director appointments, including:
  - (i) reviewing Board succession plans and the succession of the Chairman and Managing Director, having regard to the objective that the Board comprise directors from a broad range of backgrounds with diverse skills, expertise, experience and gender;
  - (ii) 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
  - (iii) assisting the Board as required to identify individuals who are qualified to become Board members (including in respect of executive directors);
- (d) undertaking appropriate checks before appointing a director or putting forward to shareholders a candidate for election as a director, including checks as to the person's character, experience, education, criminal record and bankruptcy history;
- (e) ensuring that an effective director induction process is in place and that all newly appointed non-executive directors undertake the Company induction process;
- (f) ensuring all directors have access to relevant professional development opportunities that support the work of Iluka directors and the Board;
- (g) assisting the Board as required in relation to the performance evaluation of the Board, its committees and individual directors (including the Managing Director), and in developing and implementing plans for identifying, assessing and enhancing director competencies; and
- (h) making recommendations to the Board on the membership of the Board's standing committees and, periodically conducting a review of the membership of the Board's standing committees.

## 4.2 Governance

The Committee has been delegated the following:

- (a) reviewing the Company's Corporate Governance Statement and recommending it to the Board for approval;
- (b) reviewing and considering the Group's compliance with the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations and other applicable governance requirements;
- (c) monitoring significant developments in law and practice related to corporate governance and making recommendations to the Board regarding the Company's corporate governance framework, practices and processes; and
- (d) ensuring that governance is 'fit for purpose' and continues to support and facilitate good practice at Iluka.

## 5 Meeting Arrangements

- 5.1 It is intended that the Committee will meet at least three times a year. Meetings may be requested by any member of the Committee.
- 5.2 A quorum for the Committee is two members.
- 5.3 The Chairman may invite members of management to attend meetings as appropriate.
- 5.4 The Committee is to have access to adequate internal and external resources. The Committee may seek the advice of the Company's auditors, solicitors or other independent advisers as to any matter pertaining to the powers, duties or responsibilities of the Committee as required.

## 6 Secretarial

The Company Secretary or designate will be the secretary of the Committee and will be responsible for the minutes of the meeting.

## 7 Reporting Mechanism to the Board

The Committee Chairman will report to the Board after each Committee meeting and will make recommendations to the Board as appropriate.

## **8 Review Process**

The composition and annual agenda for the Committee will be reviewed at least annually, and the Charter at least every two years, to determine their adequacy for current circumstances. Any changes to the Charter will require approval of the Board.