

## **Purpose of the Charter**

This Charter sets out the governance requirements for the SBS Group Board Appointments Committee including the roles and responsibilities, procedures, and members' powers.

## **Role of the Board Appointments Committee**

- The SBS Group Board Appointments Committee's role is to undertake Board succession planning in a timely manner, having regard to all relevant matters particularly identifying any skills/experience gaps that exist on the current Board;
- to identify individuals for nomination as members of the Board (taking into account such factors as it deems appropriate, including experience, qualifications, judgement, diversity, and the ability to work with other Directors);
- interview and conduct reference checks and other due diligence of short listed candidates; and
- make a recommendation to the Board as to the preferred candidate from the short list.

## **Responsibilities and Duties**

The Committee does not take action or make decisions on behalf of the Parent Board unless specifically mandated. The Board has delegated certain functions to the Committee which it is responsible for:

- regularly reviewing the criteria for the selection of Directors and recommending to the Board any necessary alterations;
- recommending appropriate candidates to the Parent Board;
- ensuring that potential candidates understand the role of the Parent Board and the time commitment involved when acting as a member of the Board;
- reviewing Board succession planning; and
- receive recommendation from Subsidiary Chairs for the appointment of external directors to Subsidiaries, consider the appropriateness of these appointment and if appropriate recommend to the SBS Parent Board for appointment.

## **Subsidiaries**

The Subsidiary Chairs are responsible for the recruitment of external, independent directors, who are not SBS Bank directors, to their Subsidiary Board. The SBS Parent Chair is to be involved in the appointment process for external Subsidiary directors.

SBS Bank directors are appointed to the Subsidiary Boards by the SBS Parent Board on recommendation of the SBS Parent Chair.

## **Governance Committees**

All appointments to the Committees of the Parent or Group are made by the SBS Parent Board on recommendation of the SBS Parent Chair.

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## **Membership**

The SBS Group Board Appointments Committee will comprise of at least three members. A majority of members of the Committee must be independent in accordance with the independence criteria set out in the Board Charter.

The Parent Board Chair shall be a member and Chair of the Committee. The Board Chair shall recommend to the Board the appointment of the other two members of the Committee.

## **Meetings of the Committee**

- The Committee requires a quorum of two directors;
- The Committee shall meet on such occasions as the Chair considers necessary; and
- Any director not on the Committee may attend meetings subject to the Chair's approval.

## **Members Powers and Authority**

The Committee may delegate any of its responsibilities to the Chair of the Committee from time to time and on such conditions as the Committee considers appropriate.

The Committee is authorised by the Board to investigate any activity covered by its roles.

The Committee may communicate with any Company employee to seek any information they may require in order for the Committee to carry out its role.

The Committee and each member of the Committee shall have the authority of the Parent Board to:

- retain, terminate and consult with outside or other independent external advisers and experts (including legal consultants) at the Company's expense; and
- secure the attendance at meetings of outsiders with relevant experience and expertise;

where the Committee or a Committee member deems it necessary to carry out the functions of the Committee.

## **Reporting**

The Chair of the Committee will report back to the Parent Board the recommendations of the Committee at the Board meeting immediately following the Committee meeting.

The minutes of all Committee meetings will be circulated to the Parent Board.

## **Review**

The Parent Board will review this Committee Charter triennially.