



Nominations Committee Charter

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1 Role of the Committee

- a) The Nominations Committee (Committee) is a committee of the AEMO Board of Directors (Board) and established pursuant to clause 8.8 of the AEMO Constitution (Constitution). The Committee is accountable to the Board for its performance.
- b) The role of the Committee is to support and advise the Board in the discharge of its corporate governance and oversight responsibilities, and to exercise due care, diligence and skill, in relation to:
 - i. evaluation and recommendation to the Board of the competencies, skills and attributes needed for Directors on the Board and annual assessment of the extent to which these are represented on the Board or relevant Board Committee, using tools such as a board skills matrix;
 - ii. establishment of processes, assessment and recommendations to the Energy Appointments Selection Panel (Panel) of suitable candidates for appointment to the Board;
 - iii. advising the Board and Panel on the competencies, skills and attributes to be considered for succession planning for the Board;
 - iv. provision of input and oversight to various aspects of the Director lifecycle including appointment, reappointment, induction and ongoing Director training requirements;
 - v. provision of input to the CEO recruitment and selection process;
 - vi. evaluation of Board, Committee and Director performance; and
 - vii. development and implementation of succession plans for the Board.
- c) This Charter describes the role, structure, responsibilities and membership of the Nominations Committee.
- d) The conduct of the Committee is also governed, where applicable, by the AEMO Constitution (Constitution). The Protocol for Appointments to Energy Market Governance Institutions and Panels (Protocol) is also relevant to aspects of the Committee's work.

2 Authority

- a) Except where stated to the contrary, the responsibility for, and the power to make, decisions with respect to the matters set out in this Charter remains with the Board. The Board, pursuant to clause 8.8 of the AEMO Constitution, has delegated a number of its powers to the Committee. These delegations are captured in Annexure 1 to this Committee Charter. Issues requiring approval where the Committee does not have such authority to approve will be referred to the Board with the Committee's recommendation.
- b) The Board has authorised the Committee, within the scope of responsibilities and duties set out in this Charter to:
 - i. perform the activities required to address its responsibilities and duties including approving matters within its delegated authority and make recommendations to the Board;
 - ii. subject to meeting protocol:
 - require the attendance of any company manager or staff member at meetings, as appropriate; and
 - have unrestricted access to management, employees and information it considers relevant to its responsibilities under this Charter.

- iii. obtain outside legal or other independent professional advice and secure the attendance of experts with relevant experience.

3 Membership

3.1 Committee Chair

- a) The Board Chair is responsible for nominating the Committee Chair for approval by the Board.
- b) The Committee Chair may be the Chair of the Board.
- c) The Committee Chair is responsible for leading and ensuring the effective operation of the Committee, fostering an open, inclusive environment, and ensuring adequate time is dedicated to the discussion of matters. The Committee Chair has specific responsibility to:
 - i. act as the primary liaison between the Board and any other Board Committees; and
 - ii. communicate with relevant Management to ensure quality of reporting and that the Committee has the information necessary to facilitate informed consideration of issues and decision-making.
- d) The Committee Chair is not entitled to a second or casting vote.

3.2 Deputy Committee Chair

- a) Should the Committee Chair be absent from a meeting or unable to vote on a particular matter, the Deputy Chair will act as the Chair for that particular meeting or item. The Role of the Deputy Committee Chair is to assist the Committee Chair and assume the role of the Committee Chair if the Committee Chair is unavailable or conflicted.
- b) The Board Chair is responsible for nominating the Deputy Committee Chair for approval by the Board.
- c) Should both the Committee Chair and Deputy Committee Chair be absent from a meeting, the Committee members present must appoint a Chair for that particular meeting.

3.3 Committee Members

- a) The Board Chair is responsible for nominating Committee Members for approval by the Board. The Committee will be composed of at least three (3) Directors of the Board.
- b) Committee Members are expected to discharge their roles in accordance with the requirements set out in Section 4 of the Board Charter (Role of Individual Directors).
- c) Directors of the Board who are not Committee Members will be invited to attend Committee meetings as required.
- d) The Committee may invite attendance from:
 - i. independent advisors; and
 - ii. any other persons considered appropriate to attend meetings of the Committee.
- e) The Company is responsible for providing new Committee Members with an appropriate induction program and educational opportunities, and the full Committee with educational resources as may be required from time to time to support the Committee in delivery of its responsibilities.
- f) Any Committee Member may, with approval of the Committee Chair, and at the Company's expense, attend seminars and training courses on issues relating to the functions and responsibilities of the Committee.

3.4 Conflict of Interest

- a) It is the responsibility of a Committee member to disclose any actual, potential or perceived conflict of interest to the Committee Chair who will decide whether a Committee Member be restricted from the meeting materials and/or meeting deliberations for a particular matter. A register of interests will be maintained by the Committee Secretary to demonstrate transparency and as a safeguard against conflicts of interest.

3.5 Committee Secretary

- a) The Group Company Secretary or their designate is the Committee Secretary.

4 Responsibilities and Duties

The responsibilities and duties of the Committee are to:

4.1 Director life cycle

- a) Review the Board Chair's recommendation to Members to reappoint Directors for a further term (where applicable).
- b) Determine the process for induction and education/training of new Directors, and the continuing education/training and development of all Directors.

4.2 Board composition

- a) Assess the skills and experience required for the Board when Directors resign or are due to retire to best ensure the discharge of the Board's duties having regard to the Company's performance and strategic direction, including the specific qualities, expertise, personal attributes and diversity required of Directors both collectively and individually that the Committee considers necessary.
- b) Identify potential candidates for the Board and/or appoint external consultant/s to identify potential candidates.
- c) Consider the list/s of candidates that the external consultant has identified for the Board, including those nominated by Ministers, to identify candidates the Committee would recommend for shortlisting by the Energy Appointments Section Panel.
- d) Review and assess from time to time, and make recommendation to the Board as appropriate, on Director tenure, Board composition and size, as well as the skills and experience requirements of AEMO Constitution – Schedule 2.
- e) Review the ongoing independence of Non-Executive Directors having regard to AEMO Constitution – Schedule 2 to ensure the requirement for a majority of Independent Directors is satisfied.

4.3 Board performance

- a) Confirm, on an annual basis, the process for the review of Board, Committee and Director performance (collectively and at an individual level) for recommendation to the Board.

4.4 Board succession

- a) Develop succession plans for the Board and its Committees, including for Board and Committee Chair and Deputy Chair roles.

4.5 Other matters

- a) The Committee will examine any other matters referred to it by the Board. The Committee will also receive and provide reports and referrals from and to any other Board Committee on matters that the respective Chairs of those committees consider to be appropriate.

5 Meetings

- a) The Committee Chair, the Board Chair, or any other Committee Member may call a meeting of the Committee.
- b) The Committee Chair may waive the five business days' notice period if agreed by all Committee Members.

5.1 Attendance

- a) The Committee must meet at least two times per year. If a Committee Member is unable to be physically present, they may participate by video or tele-conference.
- b) Three (3) Committee Members constitute a quorum.
- c) A standing invitation shall be issued to the Chief Executive Officer.

5.2 Agenda

- a) A notice of each meeting, with relevant supporting agenda papers, confirming the date, time and venue is to be forwarded to each Committee Member at least five (5) business days before each meeting.

5.3 Minutes

- a) The Committee Secretary or delegate must prepare the minutes of Committee meetings on a timely basis.
- b) After the Committee Chair has given preliminary approval, draft minutes are to be circulated to all Committee Members.
- c) The minutes of meetings must be confirmed and signed at the next Committee meeting.
- d) Committee minutes will be reported to the Board for noting.

5.4 Reporting

- a) In addition to providing the Board with a copy of the agenda, committee papers and minutes of its meetings, the Committee will ensure that:
 - i. the Committee Chair reports to the Board on Committee meetings, regarding all relevant matters and recommendations, for noting or approval by the Board; and
 - ii. the Committee addresses any other reporting responsibilities.

6 Review

- a) This Charter is owned and updated by the AEMO Board. The Committee is authorised by the Board to make minor amendments to this Charter as required.
- b) To ensure that the Committee is fulfilling its duties to the Board, the Committee will:
 - i. review, at least biennially, the Committee Charter and recommend to the Board any appropriate amendments for approval;

- ii. develop and review an annual Committee workplan; and
- iii. conduct an annual assessment of its performance against its Charter responsibilities and duties and provide a report of findings to the Board.

7 Definitions

The following words have the below meaning when used in this Charter.

Term	Definition
AEMO	Australian Energy Market Operator Limited and includes its subsidiaries
Board	The Directors of AEMO
Chair	A Director appointed to the role of Board Chair
Charter	An AEMO Board approved document outlining the role and responsibilities of the AEMO Board or one of its approved committees
Committee	An approved committee of the AEMO Board that has its role and responsibilities defined within an approved Committee Charter, comprising a Committee Chair and a number of appointed Committee Members
Committee Chair	A Director appointed to the role of Committee Chair by the Board
Committee Member	A Director appointed to the role of Committee Member by the Board
Constitution	The constitution of Australian Energy Market Operator Limited, as amended
Deputy Committee Chair	A Director appointed to the role of Deputy Committee Chair by the Board
Director	A person holding office as a director of Australian Energy Market Operator Limited
Group Company Secretary	An officer appointed to the role of Company Secretary by the Board. The Group Company Secretary or their designate fulfils the role of Committee Secretary.
Member	A Member of AEMO as defined in the Constitution
Protocol	Protocol for Appointments to Energy Market Governance Institutions and Panels (20 March 2020), as amended
Panel	Energy Appointments Selection Panel

Annexure 1 – Delegations to the Committee

Listing of current Nominations Committee Board delegations

Nature of Delegation	Date of AEMO Board approval