



Nomination Committee Charter

1. Role

The role of the Nomination Committee ('the committee') is to assist and advise the board of Opera Queensland Limited ('the board') in fulfilling its responsibilities on -

- a. matters relating to the composition, structure and operation of the board;
- b. matters relating to the selection and performance of senior executives; and
- c. other matters as requested by the board.

2. Responsibilities

The responsibilities of the committee in relation to the board include -

- a. provide assurance that the board has the effective composition, size and commitment to adequately discharge its responsibilities and duties.
- b. lead the search process for new board members, and recommend preferred candidates to the board.
- c. assess the extent to which the necessary and desirable competencies and personal attributes are represented on the board, and recommend to the board required attributes and competencies, and size of board.
- d. develop for approval by the board a succession plan for the board to maintain the required personal attributes and competencies.
- e. develop a process for evaluating the performance of the board.

The responsibilities of the committee in relation to the senior executives include -

- a. lead the search process for the Artistic Director and the General Manager positions, and recommend preferred candidates to the board.
- b. assess the necessary and desirable competencies and personal attributes for senior executive roles, and recommend those competencies and personal attributes to the board.
- c. develop for approval by the board a succession plan for senior executives.
- d. develop for approval by the board a performance review process for senior executives.

3. Composition and term

- a. The committee is a committee of the board.
- b. All appointments to the committee and the appointment of the chair of the committee will be made by the board.

- c. The committee will comprise, at least, two members, being selected from the membership of the board.
- d. Appointment to the committee will be for two years, or as determined otherwise by the board.

4. Meetings

- a. The committee will hold meetings at least twice each year, and additionally as it considers necessary.
- b. A quorum will be the smallest number greater than half the members.
- c. In the chair's absence from a meeting, the members of the committee present at the meeting will select a chair for that particular meeting.
- d. Meetings of the committee may be held in person or through any technological means by which members can participate in a discussion.
- e. Meetings will be guided by an agenda and supporting papers, and reasonable notice of meetings will be given by the secretariat to members.
- f. All members of the board have a standing invitation to attend all committee meetings. 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.

5. Secretariat

- a. The company secretary or another delegated person will undertake the duties of secretariat.
- b. Proceedings of all meetings will be minuted, ratified by members in attendance, and signed as a correct record by the committee chair. Minutes of meetings will be provided to the board as soon as practicable.

6. Nomination criteria

When reviewing a nomination for directorship or a senior executive position the nomination committee must take into account -

- a. Previous experience relevant to the required capabilities, and the level of seniority of the nominee in their previous roles.
- b. Educational levels and other qualifications relevant to the required capabilities.
- c. The alignment of the nominee's personal attributes to the required attributes.
- d. The standing of the nominee in the community, and in their previous work environments.
- e. Opera Queensland's Diversity Policy.
- f. Any other attributes that the committee considers will benefit Opera Queensland.

7. Review of charter

The committee will review this charter annually to provide assurance that it remains consistent with the board's objectives and responsibilities.

Approved by the board 22
October 2015.

Review Date October 2016