

BOARD SELECTION COMMITTEE CHARTER

1 Introduction and Purpose

- 1.1 The purpose of this Charter is to set out the role, composition, responsibilities and operating procedures of the Selection Committee (**the Committee**) of Dairy Australia Limited (**DA**).
- 1.2 The DA Constitution requires the establishment of the Committee to provide assistance to the Board of Directors of DA (**the Board**) in:
 - (a) Identifying and nominating persons for appointment as Directors to the Board to fill vacancies that arise at general meetings;
 - (b) Identifying and nominating persons for appointment as Directors of DA at any other time (casual vacancies);
 - (c) Making recommendations to the Board with respect to the recruitment of Directors; and
 - (d) Such other functions conferred by the Constitution or determined by the Board from time to time.

2 Role and Responsibilities

- 2.1 The role of the Committee is to provide an efficient and effective mechanism to bring the transparency, focus and independent judgment needed on decisions regarding the composition of the Board consistent with Rule 28.3(a)(i) of DA's Constitution. This role involves close liaison with the People and Culture Committee (**PCC**).
- 2.2 The responsibilities of the Committee include:
 - (a) In conjunction with the PCC, providing a review and oversight function for the Board regarding director selection;
 - (b) Liaising with the PCC regarding the skills required of new Director candidates;
 - (c) Complying with the reporting schedule provided to the Selection Committee by the Board which shall include the dates by which the Selection Committee must nominate Director candidates in accordance with Rule 28.4 of DA's Constitution;
 - (d) Identifying and nominating candidates for appointment as directors, choosing from the available candidates those persons who will in the Committee's view best ensure that the Board as a whole has an appropriate balance of skills and experience in the areas specified in the statement provided to the Selection Committee by the Board under rule 28.3(a)(i) of DA's Constitution;
 - (e) ensuring that the Board has at least four directors with milk producer skills (such skills being as specified in the statement provided to the Selection Committee by the Board under rule 28.3(a)(i) of DA's Constitution);

- (f) Providing a written report to the Board in relation to each candidate nominated by it, which must include:
 - Details of the nominee's qualifications and experience and
 - A statement of how, in the Committee's opinion, the appointment of the person as a Director would result in the Board having the skills and experience required under rule 28.4(a) of DA's Constitution.
- (g) Complying with any requests for further information received from the Board in relation to the report referred to in paragraph 2.2.f above;
- (h) Determining whether the Committee would be assisted by the appointment of a Pre-Selection Committee, whose functions may include:
 - Assisting the Committee in the identification of potential director candidates with milk producer skills
 - Referring potential director candidates with milk producer skills to the Committee and
 - Such other functions as determined by the Committee and articulated to the Pre-Selection Committee.
- (i) Where a candidate has been nominated by Group A members in accordance with Rule 29.3(a) of the Constitution, determining the most appropriate Board nominated candidate against whom that Group A member nominated candidate is to stand, having regard to the skills and experience of the Group A member nominated candidate;
- (j) Notifying the Group A member nominated candidate and the Board, of the Board nominated candidate it has selected in accordance with paragraph 2.2.i above.

3 Membership

- 3.1 The Committee shall be appointed in accordance with Rule 28 of the Constitution and comprise five persons appointed by the Board, four of whom shall be nominated by the Group B members, and a current Director or other person appointed by the Board to chair the Committee.
- 3.2 In appointing the Committee and in nominating persons to be appointed, the Board and each Group B member must seek to achieve an appropriate balance between renewal of the Committee and ensuring continuity of membership of the Committee.
- 3.3 The Committee will be appointed on a standing basis for a term of approximately 12 months.
- 3.4 The Secretary of the Committee should be the DA Company Secretary unless otherwise determined by the Committee.

4 Meetings of the Committee

- 4.1 The Committee shall meet on an 'as needs' basis.
- 4.2 Meetings are called by the Secretary following consultation with the Chair and the Committee.

- 4.3 A quorum shall comprise 3 of the Committee members present, which must be the Chair, and one member nomination for each of the two Group B Members.
- 4.4 Meetings can be held electronically (e.g. web or phone conference), in person or as otherwise agreed by the Committee.

5 Reporting to the Board

- 5.1 Minutes of meetings will be kept.
- 5.2 The Chair of the Committee shall report to the Board following each meeting of the Committee and ensure that any recommendation requiring a formal resolution is accompanied by appropriate explanatory material for consideration.

6 Written Resolutions

If all the Committee members sign a document containing a statement that they are in favour of the resolution set out in the document, a Committee resolution in those terms is passed at the time when the last Committee member signs. An email produced under the name of a Committee member with that Committee member's authority, is considered a document in writing signed by the Committee member and is deemed to be signed when received in legible form.

7 Access to personnel and information

The Committee may request further information from appropriate Dairy Australia staff through the Managing Director or seek advice from external parties as appropriate including appointment of a recruitment specialist to assist with identification and selection of candidates.

8 Review of this Charter

The PCC will review this Charter at least annually. Any proposed material changes to the Charter will be recommended to the Board for approval.