



**NOMINATION COMMITTEE  
CALTEX AUSTRALIA LIMITED  
ACN 004 201 307**

**BOARD APPROVED – 1 JULY 2011**

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**COMMITTEE CHARTER**

**INTRODUCTION**

1. The Nomination Committee (Committee) is established as a committee of the Board of Caltex Australia Limited (CAL) on the terms set out in this charter and in accordance with the Board's charter and the company's Constitution.

**ROLE OF THE COMMITTEE**

2. The Committee assists the Board in relation to the Board's composition, the appointment, election and re-election of non-executive directors, Board and director performance and Board succession plans.
3. The Committee undertakes functions delegated by the Board, including approval of the induction process for non-executive directors, approval of the standard letter of appointment for non-executive directors, and engagement of external consultants to assist the Board in performance reviews and recruitment of non-executive directors.
4. The Committee seeks to ensure that the Board has an appropriate mix of skills, experience, expertise and diversity and that appropriate arrangements are put in place in relation to Board succession, appointments, performance and related matters.

**RESPONSIBILITIES OF THE COMMITTEE**

***Advisory Role***

5. The Committee should undertake the following functions and, as appropriate, advise or make recommendations to the Board:

*Board composition*

- 5.1 Review the composition of the Board, having regard to the optimum number of directors, the appropriate mix of skills, experience, expertise and diversity on the Board (against the principles approved by the Board) and the terms served by existing non-executive directors

*Appointment, election and re-election of non-executive directors*

- 5.2 Review policies and processes for the selection of new non-executive directors, including the identification of the necessary and desirable competencies for new non-executive directors
- 5.3 Review the processes for the election and re-election of non-executive directors
- 5.4 Assist the Board in its recruitment of potential candidates as new non-executive directors
- 5.5 Make recommendations to the Board in relation to the non-executive directors submitting themselves for election or re-election at CAL's annual general meetings and review the proposed biographical and other information to be included in the notice of meeting



*Board succession*

- 5.6 Review and oversee the process for succession of non-executive directors, including the chairman, to maintain an appropriate mix of skills, experience, expertise and diversity on the Board

*Board performance*

- 5.7 Review and oversee the process for the evaluation of the performance of the Board, its standing committees and individual directors
- 5.8 Review of Board performance against appropriate measures

*Board tenure*

- 5.9 Review policies and processes for director tenure (including for the position of Board Chairman)

***Delegated Authority***

6. The Committee has delegated authority to undertake the following functions:
- 6.1 Approve, oversee and review the effectiveness of the induction process for non-executive directors
- 6.2 Approve the standard letter of appointment for non-executive directors
- 6.3 Engage external consultants (as required) to assist the Board in performance reviews of the Board, its standing committees and individual directors
- 6.4 Engage external consultants (as required) to assist the Board in the recruitment of potential non-executive directors

**MEMBERSHIP & ATTENDANCE**

***Committee membership***

7. The Committee comprises all non-executive directors from time to time.
8. The Board Chairman serves as Committee Chairman.
9. The Committee Chairman may invite external parties to attend all or part of a meeting.

**MEETINGS**

***Quorum***

10. The quorum for a Committee meeting is **three** Committee members.

***Number of meetings***

11. The Committee will meet as required but should meet **at least twice** a year.

**COMMITTEE SECRETARY**

12. The Company Secretary of Caltex is the Committee Secretary. If this person is unable to attend a Committee meeting, the Assistant Company Secretary should attend the meeting in the capacity of Committee Secretary.



13. The Committee Secretary will be responsible for Committee agendas (in consultation with the Committee Chairman), the co-ordination of Committee papers, the despatch of Committee papers and the preparation of minutes of Committee meetings.

**ACCESS TO INFORMATION & ADVISERS**

14. The Committee is authorised to require management to provide any information the Committee requires to discharge its responsibilities.
15. The Committee and Committee members have direct access to Caltex's senior management and advisers (both external and internal).
16. The Committee is authorised to obtain external professional advice if it considers this is necessary.

**REVIEW OF COMMITTEE PERFORMANCE**

17. The Committee should periodically review its own performance, with particular attention being paid to the extent to which it has met its responsibilities in its charter.

**REVIEW OF CHARTER**

18. The Committee should review its charter every year and make recommendations for changes, if considered appropriate, to the Board.

**PUBLICATION**

19. The charter will be made available from the Caltex website ([www.caltex.com.au](http://www.caltex.com.au)).