

INSEARCH LIMITED

REMUNERATION AND NOMINATIONS COMMITTEE CHARTER

1. PURPOSE

The purpose of the INSEARCH Limited (**INSEARCH**) Remuneration and Nominations Committee is to assist the INSEARCH Board in fulfilling its corporate governance responsibilities to ensure that the Board is comprised of individuals who are best able to discharge the responsibilities of directors, having regard to the law and the highest standards of governance. It also assists the Board to review Board composition, performance and succession planning, which includes identifying, evaluating and recommending candidates for the Board. The committee also has responsibility for oversight of the performance and remuneration of the CEO and review of the general levels of remuneration and reward structures of the senior management.

2. ROLE

The Committee's role is to assist the Board in its oversight of:

- (a) Remuneration strategy for:
 - (i) non-executive directors;
 - (ii) executive directors; and
 - (iii) the Chief Executive Officer (CEO)/Managing Director;
- (b) Terms and conditions of employment of the CEO/Managing Director;
- (c) Performance and remuneration of the CEO/Managing Director.
- (d) INSEARCH organisational design including strategy and policies related to remuneration and succession planning;
- (e) Succession planning for directors and CEO/Managing Director;
- (f) The recruitment process for new independent directors, having due regard to the constitutional requirements for the nomination of candidates by the University;
- (g) Director performance management and professional development;
- (h) Overall monitoring of salary and rewards paid to senior staff
- (i) Overall monitoring of succession plans for senior staff; and
- (j) Other matters delegated to the Committee by the Board.

3. MEMBERSHIP

- (a) The Committee must consist of a minimum of three members, a majority of which will be representatives of the University of Technology Sydney (UTS).
- (b) The Committee must have at least one member of the Board, in accordance with rule 79.1 of the Constitution.
- (c) Committee members are appointed by the INSEARCH Board in accordance with Part 15 of the INSEARCH Constitution.
- (d) The Chair of the Committee is the person nominated as the Chair in accordance with clause 81 of the INSEARCH Constitution.
- (e) The Board Chair can be a member of the Committee, but will not be the Chair of the committee.

- (f) The Committee Chair may invite any non-executive Board member to attend Committee meetings.
- (g) The Committee Chair may invite Management to attend the Committee meetings.
- (h) Any invitation will be made after consideration of the content of the agenda and any potential conflicts of interest.

4. REMUNERATION

The Committee shall be responsible to ensure that there is a robust and effective process for evaluating the performance of the Board and individual Directors.

4.1 Non-Executive Directors

In assisting the Board (and without limiting its scope), the Committee will review and make recommendations to the Board on non-executive director remuneration, following the receipt of external advice as considered necessary from time to time.

4.2 CEO / Managing Director

- (a) In assisting the Board (and without limiting its scope), the Committee will review and make recommendations to the Board on:
 - (b) short and long-term remuneration for the CEO/Managing Director;
 - (c) terms of employment and conditions for the CEO/Managing Director
 - (d) superannuation arrangements for the CEO/Managing Director; and
 - (e) any termination payment to be made to the CEO/Managing Director, which is to be agreed in advance and will include detailed provisions in case of early termination.
- (f) In making its recommendations, the Committee should ensure that remuneration plans:
 - (i) motivate the CEO/Managing Director to pursue the long-term growth and success of INSEARCH;
 - (ii) demonstrate a clear relationship between performance and remuneration; and
 - (iii) involve an appropriate balance between fixed and incentive remuneration, reflecting the short and long-term performance objectives to INSEARCH's circumstances and goals.
- (g) The Committee will undertake an annual review of the performance of the CEO/Managing Director in accordance with the terms and conditions of review established by the Board from time to time.
- (h) The Committee will ensure that the CEO/Managing Director remuneration plan, and its application, informs the establishment of remuneration plans for the entire organisation.

5. NOMINATION OF MEMBERS/DIRECTORS

Subject to the rules of the Constitution pertaining to appointment and election of Board Members/Directors, the Committee will review and make recommendations to the Board in relation to:

- (a) Board composition,
- (b) Diversity,
- (c) Competencies,
- (d) Succession planning,
- (e) Induction programs, and
- (f) Development.

6. MEETINGS

- (a) The Committee should meet as often as the Chair of the Committee determines necessary. At a minimum, the Committee should meet at least twice per year. Additional meetings may be requested by the Chair of the Insearch Board or the Committee Chair.
- (b) The quorum for a meeting of the Committee will be a majority of the members.
- (c) The Chair will be responsible for keeping minutes of the meetings, together with copies of all materials put before the Committee.
- (d) Executive management are to attend such portion of Committee meetings as requested by the Committee's Chair.

7. REPORTING

- (a) The Committee is to report on its meetings to the Board.
- (b) All recommendations of the Committee are to be referred to the Board for approval.
- (c) Committee recommendations pertaining to the remuneration and performance of the CEO/Managing Director and other similarly sensitive matters determined by the Board Chair may be dealt with in "in camera" session as part of Board meetings.

8. ACCESS TO INFORMATION AND ADVICE

- (a) The Committee may seek input from individuals on remuneration policies, but no individual should be directly involved in deciding his/her remuneration.
- (b) The Committee has the authority to seek any information it requires from any INSEARCH employee and all employees must comply with such requests.
- (c) In carrying out its functions, the Committee may take independent legal, financial, remuneration or other professional advice or assistance, at the reasonable expense of INSEARCH. Unless a conflict exists or to do so would be inconsistent with the Committee's duties, the Committee is to request such information, professional advice or assistance permitted under clause 6 via the Chair.

9. COMMITTEE PERFORMANCE

To determine whether it is functioning effectively, the Committee shall:

- (a) review this Charter bi-annually; and
- (b) undertake an evaluation of its performance at intervals considered appropriate by the Chair or as requested by the Board.

Approved by the Board

Date: 25 February 2016