

25 AUGUST 2017

# Nominations and Corporate Governance Committee Charter



## Introduction

1. This Board Committee Charter (**Charter**) governs the standing Nominations and Corporate Governance Committee (**NCGC**) of Chorus Limited (**Chorus**). The matters in this Charter apply in addition to the matters set out in Schedule 1 to the Board Charter.

## Purpose

2. The NCGC oversees and promotes continuous improvement of good corporate governance at Chorus, as expected of an NZX Main Board and ASX dual listed company.

## Role

3. The NCGC's role is to:
  - Identify and recommend individuals for nomination (including rotation and re-appointment) to be members of the Board and Board Committees, taking into account such factors that it considers are appropriate. These factors will include experience, qualifications, judgment, the ability to work with other Directors and fit with Chorus' culture;
  - Develop, review and make recommendations to the Chorus Board on corporate governance principles (including the Board Charter, Board Committee Charters and Chorus' key governance policies); and
  - Establish, develop and oversee a process for the Board to annually review and evaluate the performance of the Board, Board Committees, and individual Directors.

## Responsibilities and Duties

4. The Schedule to this Charter sets out the responsibilities and duties delegated to the NCGC by the Board.

**NCGC Charter**

**Schedule: NCGC Responsibilities and Duties**

#	Responsibility	Timing
1	Considering the size, skills mix and composition of the Board and, in the development and review of selection criteria, making any recommendations it considers appropriate.	Periodically and as the need arises.
2	Recommending appropriate candidates for appointment and re-election to the Board and Board Committees based on the criteria set out in the Board Charter and taking into account such other factors as the NCGC considers appropriate. Board Committee Chairmen are appointed by the Board.	Periodically and as the need arises.
3	Ensuring that potential candidates understand the role of the Board and the time commitment involved when acting as a Director.	Periodically and as the need arises.
4	Establishing, developing and overseeing an evaluation process for the Board to assess the performance of the Board, its Committees and individual Directors.	Annually and as the need arises.
5	Developing and reviewing Board succession planning including for the Chairman of the Board.	Periodically and as the need arises.
6	Recommending, subject to the provisions in the constitution, the removal of any Director.	Periodically and as the need arises.
7	Overseeing the Board Charter, the Director Code of Ethics, this Charter, the Insider Trading Policy, and the Disclosure Policy.	Annually or as needed.
8	Monitoring compliance with Chorus' Code of Ethics and Director Code of Ethics and managing breaches of the Director Code of Ethics.	Periodically and as the need arises.
9	Regularly reviewing and developing Chorus' approach to corporate governance and making recommendations to the Board.	Periodically and as the need arises.
10	Reviewing and overseeing the induction of new Directors and the continuous education of the Board as referred to in the Board Charter.	Periodically and as the need arises.