

Nomination and Remuneration Committee Charter

Establishment:

The Board of the Australian Association of Gerontology (AAG) has resolved to establish a nomination and remuneration committee (N&RC). The N&RC's role, specific duties, delegations of Board authority, composition, and methods of operation are set out in this Charter below.

Committee role:

The overall role of the N&RC is to assist the AAG Board to discharge its obligations to ensure that the AAG Board consists of members who are individually and collectively able to discharge their responsibilities as Directors of the Company, and to assist the Board with succession planning and setting the CEO's remuneration.

Specific Committee duties:

The N&RC is to make recommendations to the AAG Board on the following matters:

- A statement of essential and desirable attributes for AAG co-opted Directors, including specific professional and behavioural attributes.
- The process by which candidates for appointment of AAG co-opted Directors to the Board are identified and assessed.
- The process by which the performance of the AAG Board, Committees of the Board, and individual Directors is assessed.
- The development of a recruitment strategy for the CEO.
- The level and structure of the CEO's remuneration.

The N&RC has no specific standing delegations of decision making authority from the AAG Board under this Charter. The AAG Board may delegate specific ad hoc decision making authority on an as needs basis.

Committee membership and Chair:

The N&RC will comprise of three AAG Directors. The Chair of the N&RC will be appointed by the Board.

Quorum:

A quorum of the N&RC is two members.

Meetings:

The N&RC will meet at least two times per year.

The CEO will co-ordinate with the Chair to organise meetings and ensure minutes are kept.

Minutes and reporting:

The draft minutes of each N&RC meeting are to be provided to the AAG Board prior to their next meeting. At Board meetings, the N&RC Chair will review the key points of the

N&RC meeting with the AAG Board and address any issues raised by the Directors at the Board meeting.

Review:

This Charter will be reviewed by the AAG Board annually including committee membership.