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# **Governance Committee Charter**

Ansell Limited ACN 004 085 330

Adopted by the Board on 20 May 2015

## 1 Role of the Committee and authority

- (a) The Governance Committee (**Committee**) is a committee of the board (**Board**) of Ansell Limited (**Ansell**) established in accordance with clause 46 of Ansell's constitution (**Constitution**) and authorised by the Board to assist it in fulfilling its statutory and regulatory responsibilities. It has the authority and power to exercise the role and responsibilities set out in this Charter and granted to it under any separate resolutions of the Board from time to time.
- (b) Proceedings and meetings of the Committee will be governed by the provisions of the Constitution for regulating the meetings and proceedings of the Board of Ansell in so far as they are applicable and not inconsistent with this Charter.
- (c) The Committee assists the Board in fulfilling its corporate governance responsibilities including:
- establishing processes for reviewing the performance of individual directors, the Board as a whole, and Board Committees;
  - establishing processes for the identification of suitable candidates for appointment to the Board;
  - undertaking background checks on new candidates and presenting them for approval by the shareholders at any general meeting;
  - reviewing and finalising the matrix of skills, experience and characteristics required to be collectively met by the Board and each of the Committees.
- (d) The Committee is empowered to investigate any matter as it determines necessary to carry out its duties, with full access to all books, records, company operations, and employees of Ansell and has the authority to engage external consultants or other professional advisers.
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## 2 Membership

- (a) The Committee should to the extent practicable given the size and composition of the Board from time to time, comprise of:
- (i) at least three members;
  - (ii) non-executive directors; and
  - (iii) a majority of directors who are independent (and must satisfy this description to the extent required by statute or regulation).
- (b) Membership of the Committee is as approved by the Board.
- (c) The chair of the Committee (**Committee Chair**) should be nominated by the Board and be an independent director (and must satisfy this description if required by statute or regulation).
- (d) Members will be appointed for a fixed period of no more than three years, with Committee members generally being eligible for re-appointment for so long as they meet the relevant criteria.
- (e) The appointment and removal of Committee members is the responsibility of the Board.

- (f) A Committee member may resign as a member of the Committee upon reasonable notice in writing to the Committee Chair.
- (g) If a Committee member ceases to be a director of the Board their appointment as a member of the Committee is automatically terminated with immediate effect.
- (h) The company secretary is secretary to the Committee.

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### **3 Meetings**

- (a) The Committee will meet at least twice annually or as frequently as is required to undertake its role effectively.
- (b) Any Committee member may, and the company secretary must upon request from any member, convene a meeting of the Committee.
- (c) A notice of each meeting confirming the date, time, venue and agenda shall be forwarded to each member of the Committee (with a copy to all Board Members) at least seven days prior to the date of the meeting. The notice for members will include relevant supporting papers for the agenda items to be discussed.
- (d) The Committee may invite any executive director, executive or other staff member to attend all or part of a meeting of the Committee.
- (e) The Committee may, with the approval of the Committee Chair, seek independent advice from external consultants to enable the Committee to properly carry out its functions and meet its objectives.
- (f) The proceedings of all meetings will be minuted by the company secretary. The company secretary shall distribute full minutes to all Committee members, non-executive directors and the Chairman of the Board, after preliminary approval has been received from the Committee Chairman. Extracts of minutes and supporting schedules will be provided to management as required for action. Agendas and supporting papers will be made available to any director upon request to the company secretary, providing no conflict of interest exists.
- (g) All minutes of the Committee are available for inspection by any director of the Board.
- (h) A quorum for any meeting will be at least two Committee members.
- (i) The Committee may request the human resources manager to provide any information or carry out any task that may be necessary to enable the Committee properly to carry out its functions and meet its objectives.
- (j) The Committee must obtain approval from the Committee Chair before obtaining advice from external consultants or professional advisers.

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### **4 Duties and responsibilities**

4.1 The Committee's key responsibilities and functions are to assist the Board in discharging its responsibilities in relation to Ansell's corporate governance responsibilities as set out below:

- (i) Board structure and appointments, including:
  - (A) identifying the appropriate size, composition and diversity of the Board;

- (B) identifying the appropriate balance of skills, experience and expertise on the Board and the time commitments of non-executive directors;
- (C) determining the appropriate criteria (necessary and desirable skills and experience) for appointment of directors;
- (D) identifying suitable candidates for appointment as directors. In identifying suitable candidates unless the Committee determines otherwise, the Committee will ordinarily ensure that:
  - a search is undertaken by an appropriately qualified independent third party acting in accordance with a brief identifying the skills sought as provided by the Committee; and
  - the search will be conducted in such countries that the Committee determines as appropriate having regard to the structure and spread of the Group's business activities.
- (E) making recommendations for the appointment, composition, re-election and removal of directors;
- (F) determining the terms and conditions of appointment to and retirement from the Board;
- (G) ensuring that an effective induction process is in place for newly appointed directors and review any of those induction procedures;
- (H) ensuring that continuing directors are provided with appropriate professional development opportunities to develop and maintain the skills and knowledge needed to perform their role as a director effectively;
- (I) determining the time non-executive directors are expected to devote to Ansell's affairs and whether directors are meeting that requirement; and
- (J) reviewing Board succession plans.

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## 5 Reporting

- (a) The Committee will:
  - (i) report to the Board on all matters relevant to the Committee's role and responsibilities; and
  - (ii) report and, as appropriate, make recommendations to the Board after each Committee meeting on matters dealt with by the Committee;
- (b) Minutes of Committee meetings will be included in the papers for the next full Board meeting.

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## 6 Selection and appointment process

In searching for and selecting new directors for the Board, the Committee may adopt certain criteria to make recommendations to the Board, including the candidate's background, experience, professional skills, personal qualities, gender, capability of the candidate to devote the necessary time and commitment to the role, potential conflicts of interest and independence and whether their skills and experience will complement the existing Board.

With respect to the selection of candidates for the Board:

- (a) the Committee will review a board skills matrix to identify any important current or pending 'gaps' in the skills and experience of the directors on the Board, and if thought appropriate, will implement such a matrix;
- (b) the Committee will take into consideration Ansell's Diversity and Inclusion Policy in selecting new directors for the Board;
- (c) the Committee will obtain assistance from professional intermediaries to identify and assess the suitability of Board candidates;
- (d) the Committee will undertake appropriate checks in respect of each candidate;
- (e) the names of candidates submitted for election or re-election as directors at a shareholder meeting will be accompanied in the notice of meeting by the following information to enable shareholders to make an informed decision on their election:
  - (i) biographical details, including skills, experience, competencies and qualifications and information sufficient to enable an assessment of the independence of the candidate;
  - (ii) a statement by the Board as to whether it supports the nomination of the proposed candidate(s);
  - (iii) details of relationships between:
    - (A) the candidate and Ansell; and
    - (B) the candidate and directors of Ansell;
  - (iv) directorships held;
  - (v) particulars of other positions which involve significant time commitments;
  - (vi) if the candidate has been submitted to be elected as a non-executive director, any interests, positions, associations or relationships which may bear on the candidate's independence;
  - (vii) the term of office currently served by any directors subject to re-election; and
  - (viii) any other particulars required by law including any material adverse information revealed by the checks.

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## 7 Committee performance

- (a) The Board will, at least once in each year, review the membership and Charter of the Committee to determine their respective adequacy for current circumstances and the Committee may make recommendations to the Board in relation to the Committee's membership, responsibilities, functions or otherwise.
- (b) The Committee shall make an evaluation of its performance at least once every two years to determine whether it is functioning effectively by reference to current best practice.