



Board Charter for Manhattan Corporation Limited (the Company)

This policy supports Manhattan's statement of values and operates in conjunction with the law.

1 The Board and overview of its role

- (a) Corporate governance describes the way Manhattan Corporation Limited and its subsidiaries (collectively, **Manhattan**) are directed and controlled. Manhattan's shareholders appoint directors and hold them accountable for the performance of the company. A key part of directors' responsibility is to ensure that an effective corporate governance structure operates in Manhattan.
- (b) The governance structure should ensure that reasonable profit and growth targets are set and achieved and risk is properly managed, while taking into account the interests of Manhattan's stakeholders. As well, Manhattan's corporate governance culture and its way of doing business, including leadership by the board of directors (**Board**) and senior executives, is critical to Manhattan's continuing success.
- (c) The Board of Manhattan is responsible for, and oversees the governance of, Manhattan.
- (d) This Board Charter sets out the functions of the Board by describing the structure of the Board and its committees, the need for independence and other obligations of directors.
- (e) The Board will meet regularly on such number of occasions each year as the Board deems appropriate.

2 Functions of the Board

- (a) The Board strives to build sustainable value for shareholders whilst protecting the assets and reputation of Manhattan. Its functions include but are not limited to:
 - (i) demonstrating leadership;
 - (ii) defining Manhattan's purpose and setting its strategies, budgets and business plans;
 - (iii) approving Manhattan's statement of values and code of conduct to underpin a culture of acting lawfully, ethically and responsibly;
 - (iv) satisfying itself that Manhattan has in place an appropriate risk management framework (for both financial and non-financial risks) and setting the risk appetite within which the Board expects management to operate;
 - (v) satisfying itself that Manhattan's remuneration policies are aligned with its purpose, values, strategic objectives and risk appetite;
 - (vi) overseeing management in its implementation of Manhattan's strategic objectives, its role in instilling Manhattan's values and performance generally;
 - (vii) assessing performance against strategies to monitor both the performance of senior management of the Manhattan group (being individuals as determined from time to time by the Remuneration and Nomination Committee) (**Senior Management**) as well as the continuing suitability of strategies;

- (viii) setting measurable objectives for achieving gender diversity in the composition of Manhattan's Board, Senior Management and workforce generally;
 - (ix) approving Manhattan's annual report including the financial statements, directors' report, remuneration report, corporate governance statement and sustainability report, with advice from the Remuneration and Nomination Committee and the Audit and Risk Management Committee, as appropriate;
 - (x) approving major borrowing and debt arrangements, the acquisition, establishment, disposal or cessation of any significant business of the company, any significant transaction or capital expenditure and the issue of any shares, options, equity instruments or other securities in Manhattan;
 - (xi) overseeing Manhattan's process for making timely and balanced disclosure of all material information concerning Manhattan that a reasonable person would expect to have a material effect on the price or value of the Manhattan's securities;
 - (xii) satisfying itself that an appropriate framework exists for relevant information to be reported to the Board by management;
 - (xiii) whenever required, challenging management and holding it to account;
 - (xiv) reviewing operating information to understand at all times the state of health of Manhattan;
 - (xv) considering the economic, occupational health and safety, environmental and social sustainability risks of Manhattan's activities;
 - (xvi) ensuring that Manhattan acts legally and responsibly on all matters and that the highest ethical standards are maintained;
 - (xvii) developing an investor relations program to facilitate effective two-way communication with investors;
 - (xviii) maintaining a constructive and ongoing relationship with the Australian Securities Exchange (**ASX**) and regulators, and approving policies regarding disclosure and communications with the market and Manhattan's shareholders; and
 - (xix) monitoring the effectiveness of, and approving changes to, internal governance including delegated authorities, and monitoring resources available to Senior Management.
- (b) With the guidance of the Board's Remuneration and Nomination Committee, the Board is responsible for:
- (i) evaluating and approving the remuneration packages of executive directors and other members of Senior Management;
 - (ii) evaluating and approving the remuneration arrangements for non-executive directors;
 - (iii) monitoring compliance with the non-executive director remuneration pool as established by the Constitution, or as subsequently amended by shareholders, and recommending any changes to the pool;

- (iv) administering short and long-term incentive plans (including any equity plans) and engaging external remuneration consultants;
 - (v) appointing and replacing members of Senior Management and the directors;
 - (vi) appointing, reviewing the performance of, remunerating and replacing the chair of the Board (**Board Chair**);
 - (vii) Manhattan's induction program for new directors and periodic review and facilitation of ongoing professional development for directors;
 - (viii) regularly assessing the independence of all directors;
 - (ix) reviewing and implementing succession planning for directors and Senior Management; and
 - (x) monitoring the organisational capability and mix of skills, experience, expertise and diversity on the Board and, when necessary, appointing new directors, for approval by shareholders.
- (c) With the guidance of the Audit and Risk Management Committee, the Board is responsible for:
- (i) overseeing the establishment of and approving Manhattan's risk management framework (for both financial and non-financial risks) including its strategy, policies, procedures and systems;
 - (ii) reviewing and monitoring the effectiveness of Manhattan's risk management framework;
 - (iii) overseeing the integrity of Manhattan's accounting and corporate reporting systems, including the external audit and Manhattan's processes for verifying the integrity of any periodic corporate report Manhattan releases to the market that is not audited or reviewed by an external auditor;
 - (iv) reviewing and approving Manhattan's financial statements and reports;
 - (v) overseeing Manhattan's financial reporting, which, without limitation, includes:
 - (A) reviewing the suitability of Manhattan's accounting policies and principles, how they are applied and ensuring they are used in accordance with the statutory financial reporting framework;
 - (B) assessing significant estimates and judgements in financial reports;
 - (C) assessing information from external auditors to ensure the quality of financial reports; and
 - (D) determining whether the financial and associated non-financial statements should be signed based on the Audit and Risk Management Committee's assessment of them;
 - (vi) the entry into, approval and disclosure of related party transactions (if any);
 - (vii) overseeing Manhattan's financial controls and systems; and
 - (viii) managing audit arrangements and auditor independence.

- (d) The functions listed are matters which the Board specifically reserves for itself and does not limit the Board's overall duties and responsibilities. The Board may delegate consideration to a committee of the Board specifically constituted for the relevant purpose.
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3 Powers delegated to management

- (a) The Board may delegate to Senior Management the authority and power to manage Manhattan and its businesses within levels of authority specified by the Board from time to time. The Chief Executive Officer or Managing Director (should one be appointed) may delegate aspects of his or her authority and power but remains accountable to the Board for Manhattan's performance and is required to report regularly to the Board on the progress being made by Manhattan's business units.
 - (b) The Chief Executive Officer's or Managing Director's (should one be appointed) role includes:
 - (i) responsibility for the effective leadership of the management team;
 - (ii) the implementation of Manhattan's strategic objectives and instilling and reinforcing its values;
 - (iii) the day-to-day management of Manhattan's operations (including operating within the values, code of conduct, budget and risk appetite set by the Board);
 - (iv) oversight of the provision by Senior Management to the Board of accurate, timely and clear information on Manhattan's operations (including, but not limited to, information about Manhattan's financial performance, compliance with material laws and regulations and any conduct materially inconsistent with Manhattan's values or code of conduct); and
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4 Board composition and structure

The composition, structure and proceedings of the Board are primarily governed by Manhattan's constitution (available on the company's website) (**Constitution**) and the laws governing corporations in jurisdictions where the company operates. The Board, with the assistance of the Remuneration and Nomination Committee, will regularly review the composition and structure and performance of the Board.

5 Board composition

The Board aims to have a board of directors which has, at all times, the appropriate mix of skills, experience, expertise and diversity relevant to Manhattan's businesses and the Board's duties and responsibilities.

The majority of the Board should, to the extent practicable given the size and composition of the Board from time to time, be comprised of independent directors as determined in accordance with clause 13.

6 Appointment and re-election of directors

- (a) With guidance from the Remuneration and Nomination Committee and, where necessary, external consultants, the Board will identify candidates with appropriate skills, experience, expertise and diversity in order to discharge its mandate effectively and to maintain the necessary mix of expertise on the Board.

- (b) The Remuneration and Nomination Committee assesses nominations of new directors against a range of criteria including the candidate's background, experience, gender, professional skills, personal qualities and whether their skills and experience will complement the existing Board.
- (c) The criteria to assess nominations of new directors is reviewed annually and the Remuneration and Nomination Committee regularly compares the skill base of existing directors with that required for the future strategy of Manhattan to enable identification of attributes required in new directors.
- (d) Before appointment to the Board, candidates must confirm that they will have sufficient time to meet their obligations to Manhattan, in light of other commitments.
- (e) New directors are to be provided with a formal letter of appointment to the Board setting out the key terms and conditions of the appointment, together with any other documents that Manhattan considers relevant to the appointment.
- (f) For shareholder meetings where directors are standing for election or re-election, the notice of meeting must include information to enable shareholders to make an informed decision on their election. This requirement is set out in detail in Manhattan's Remuneration and Nomination Committee Charter.
- (g) All directors (other than a managing director, if any) are subject to re-election by rotation at least every three years. Newly appointed directors must seek re-election at the first general meeting of shareholders following their appointment.

7 Review of Board, committee and individual directors' performance

- (a) With guidance from the Remuneration and Nomination Committee, the Board will regularly review the performance of the Board, its committees and each director, using where necessary an external consultant, against appropriate measures. Each year, Manhattan will disclose in its annual report whether such a performance evaluation has been undertaken during or in respect of that period.
- (b) Each year, the Board (with guidance from the Remuneration and Nomination Committee) will review the performance of Senior Management against guidelines approved by the Board. Each year, Manhattan will disclose in its annual report whether such a performance evaluation has been undertaken during or in respect of that period.
- (c) Each year the Company will disclose a statement detailing the mix of skills and diversity which the Board is looking to achieve in relation to the membership of the Board (often referred to as a "skills matrix").
- (d) The Company will disclose in the annual report:
 - (i) those directors who the Board considers are independent;
 - (ii) if a director has an interest, position or relationship which may be perceived to compromise a director's independence but the Board is of the opinion that interest, position or relationship does not compromise that director's independence, an explanation of why the Board is of that opinion; and
 - (iii) details of the length of service of each director.

8 Board Chair

The Board Chair will be elected by the Board but must be an independent director. The Board Chair must not hold, and must not have held within the previous 3 years, the office of Chief Executive Officer or Managing Director of Manhattan.

The Board Chair's role includes:

- (a) leading the Board;
- (b) facilitating effective contribution of all directors and promoting constructive and respectful relations among the directors and between the Board and management;
- (c) approving board agendas and ensuring adequate time is available for discussion of all agenda items, including strategic issues;
- (d) representing the views of the Board to the public; and
- (e) presiding over meetings of the Board and general meetings of shareholders.

9 Company secretary

- (a) The Board appoints and removes the Company Secretary. All directors are to have direct access to the Company Secretary.
- (b) The Company Secretary is responsible for the day to day operations of the Company Secretary's office, including the administration of Board and committee meetings, overseeing Manhattan's relationship with its share registry and lodgements with the ASX, ASIC and other regulators.
- (c) The Company Secretary is also responsible for communications with the ASX about listing rule matters, including making disclosures to the ASX in accordance with Manhattan's Disclosure Policy.
- (d) The Company Secretary supports the effectiveness of the Board by monitoring that Board policy and procedures are followed and co-ordinating the completion and despatch of Board agendas and briefing papers.
- (e) The Company Secretary is accountable to the Board through the Board Chair, on all matters to do with proper functioning of the Board.
- (f) The Company Secretary together with the guidance of the Board's Remuneration and Nomination Committee, and the assistance of the Board, shall organise the induction of new directors and facilitate ongoing professional development training for directors.

10 Keeping directors informed

- (a) New directors are to be briefed on their roles and responsibilities and the minutes and papers of Board and committee meetings will be made available to them.
- (b) Board papers are distributed, where possible, within a reasonable period of time before each meeting.
- (c) Time is to be allocated at Board and committee meetings for continuing education on significant issues facing the company and changes to the regulatory

environment. This is to include briefings by Senior Management and external consultants from time to time.

11 Access to independent advice

Directors may obtain independent professional advice at Manhattan's expense on matters arising in the course of their Board and committee duties, after obtaining the Board Chair's approval.

Whenever practicable, the advice must be commissioned in the joint names of the director and Manhattan, and where appropriate a copy of any such advice should be provided to and for the benefit of the entire Board. The other directors must be advised if the Board Chair's approval is withheld.

12 Non-executive directors' meetings

The non-executive directors are expected to meet periodically with no management present, to review management performance.

13 Independence of non-executive directors

- (a) To be judged independent, a director must, in the opinion of the Board, be free of any interest, position or relationship that might influence, or reasonably be perceived to influence, in a material respect, his or her capacity to bring an independent judgement to bear on issues before the Board and to act in the best interests of Manhattan as a whole rather than in the interests of an individual security holder or any other person.
- (b) Individuals would, in the absence of evidence or convincing argument to the contrary, not be characterised as independent if they:
 - (i) were employed, or had previously been employed in an executive capacity by Manhattan or any of its subsidiaries in the three years prior to becoming a director;
 - (ii) received performance-based remuneration (including options or performance rights) from, or participates in an employee incentive scheme of, Manhattan;
 - (iii) within the last three years, were in a material business relationship (eg as a supplier, professional adviser, consultant or customer) with Manhattan or another group member, or is an officer of, or otherwise associated with, someone with such a relationship;
 - (iv) were a substantial shareholder of Manhattan, or a representative of, or an officer or employee within the last three years of, or professional adviser to, a substantial shareholder of Manhattan;
 - (v) have close personal ties with any person who falls within any of the categories described above;
 - (vi) have been a director of Manhattan for such a period that his or her independence from management and substantial shareholders may have been compromised; or
 - (vii) were directly involved in the audit of Manhattan or any of its subsidiaries.

- (c) Manhattan will disclose the names of the directors considered by the Board to be independent directors in Manhattan's annual report.
- (d) If a director has an interest, position or relationship of the type described in sub paragraph (b) above, but the Board is of the opinion that it does not compromise the independence of that director, Manhattan may consider disclosing in Manhattan's annual report the nature of the interest, position or relationship in question and an explanation of why the Board is of that opinion.
- (e) Any change in the nature of the independence status of a non-executive director must be promptly notified to the Board Chair and Company Secretary and the Board will review that director's independence status. If the Board determines that there has been a change to the independence status of a non-executive director, the Board will take steps to ensure that this change is disclosed and explained in a timely manner to the market.

The Board gives formal recognition to Director independence as detailed below:

Director	Position on the Board	Term in Office	Non-Executive	Independent
Marcello CARDACI	Non-Executive Chair and Director	18 December 2006 13 years	Yes	Yes
John SETON	Non-Executive Director	20 July 2009 11 years	Yes	Yes
Jens BALKAU	Non-Executive Director	06 April 2020 3 months	Yes	Yes

14 Conflict of interest

- (a) Directors must keep the Board advised, on an ongoing basis, of any interests that could potentially conflict with those of Manhattan and will advise the Company Secretary of all directorships or executive positions held in other companies.
- (b) If a potential material conflict of interest or conflict of duty arises, the director concerned will advise the Board Chair prior to any Board meeting at which the conflicted matter is to be discussed. The director will not receive the relevant Board papers and will not be present or participate in the Board meeting while the relevant matter is considered unless the other directors approve that director's participation in the deliberation and voting on the relevant issue in accordance with the Corporations Act 2001 (Cth). Any potential conflict must be recorded in the Board minutes.

15 Board committees

- (a) The Board will operate two committees:
 - (i) Audit and Risk Committee; and
 - (ii) Remuneration and Nomination Committee.

If it is not practicable to operate separate committees due to the size and composition of the Board and/or operations of the Company from time to time, the Board will perform the role of the Audit and Risk Committee and/or Remuneration and Nomination Committee.

- (b) When appointing members of each committee, the Board will take account of the skills and experience appropriate for that committee as well as any statutory or regulatory requirements.
 - (c) The chair of the Audit and Risk Committee cannot be the Board Chair and is to be independent of management and Manhattan. Given the current size and composition of operations of the Company, a separate Audit and Risk Committee has not been established by the Board. Until such time, the Board will carry out the duties that would ordinarily be assigned to the Committee under the written terms of reference, being the adopted Audit and Risk Committee Charter.
 - (d) The committees operated by the Board are to consider and determine the matters for which they are responsible in accordance with their charter. Copies of the charter of each committee are to be published on Manhattan's website (manhattcorp.com.au). The Board may establish other committees as and when required.
 - (e) With respect to any Board committees, the Board will ensure that the following disclosures are made in the Manhattan annual report:
 - (i) the current members of each committee and their professional qualifications and experience;
 - (ii) the number of times each committee met throughout a period; and
 - (iii) the individual attendances of the members of those meetings.
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16 Restrictions on share dealings by directors

- (a) In accordance with Manhattan's Securities Trading Policy, directors, Senior Management and other nominated parties may only buy or sell shares during certain periods set out in that policy. The policy contains other relevant restrictions.
 - (b) All Manhattan share dealings by directors must be promptly notified to the ASX.
 - (c) A copy of the Manhattan Securities Trading Policy will be published on the Manhattan website (manhattcorp.com.au).
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17 Confidentiality

All proceedings of the Board, including Board papers, presentations and other information provided to the Board, must be kept confidential except as required by law or as agreed by the Board.

18 Code of Conduct

Manhattan has a Code of Conduct which sets out the way Manhattan conducts its business and guides the behaviour of everyone in Manhattan (including, employees, contractors and directors) by clearly stating Manhattan's firm commitment to behaving honestly and fairly. A copy of the Manhattan Code of Conduct will be published on the Manhattan website (manhattcorp.com.au).

19 Review

The Board will, at least once in each year, review this board charter to determine its adequacy for current circumstances and may amend it as necessary.

Policy History

Date

June 2020

July 2015

Change Reason

1st Revision

Policy adopted by the Board

**Appendix A
Board Skill Matrix**

- Skill Rating
 - Essential - 2 of Board members should have these skills
 - Desirable - at least 1 Board member has this skill
 - Beneficial - the Boards performance would be enhanced however the skills can be provided by consultants as required.

Skill area	Description	Assessment (Skills are described as Essential, Desirable or Beneficial.)	Director(s) with this skill
Strategy and policy development	<p>Ability to think strategically, identify and critically assess strategic opportunities and threats to the Company and develop strategies in response.</p> <p>Ability to identify key issues for the Company and develop appropriate policy parameters within which the Company should operate.</p>	<p>Essential</p> <p>The ability of the board to think and act strategically is essential.</p> <p>It is highly beneficial to have strategic and visioning input from directors with strong commercial experience.</p>	<p>Marcello Cardaci and John Seton</p> <ul style="list-style-type: none"> • These directors have corporate finance/industry/executive and management skills. • Skill area to be enhanced with consultants as required.
Financial	<p>Ability to analyse key financial statements, critically assess the Company's financial performance, and contribute to strategic financial planning.</p>	<p>Essential</p> <p>This is considered an essential skill for the board.</p>	<p>Marcello Cardaci and John Seton.</p> <p>These directors have a proven financial record.</p>
Corporate finance and capital investment	<p>Experience in assessing capital projects, investments and merger and acquisition opportunities, and their financing and performance.</p>	<p>Desirable</p> <p>Given the importance of being able to raise capital to grow operations, it is important the board includes directors with corporate finance qualifications and experience.</p>	<p>Marcello Cardaci and John Seton</p> <ul style="list-style-type: none"> • These directors have strong commercial experience working with projects involving medium scale capital input and long-term investment view. • Mr Jens Balkau has strong experience assessing the viability of tenement areas and new projects. • Skill area to be enhanced with consultants as required.

Skill area	Description	Assessment (Skills are described as Essential, Desirable or Beneficial.)	Director(s) with this skill
Risk management	Ability to identify key risks to the Company in a wide range of areas (including cash resources, exploration, governance, information technology, reputation, capital investment, OH&S), and monitor risk management frameworks and systems.	<p>Essential</p> <p>The ability to identify and oversee risk management in the Company is essential.</p> <p>The board's skills in this regard should be augmented as a matter of priority.</p>	<p>Adequately covered by Marcello Cardaci, John Seton and Jens Balkau who:</p> <ul style="list-style-type: none"> • Have a track record in developing asset or business portfolio over the long term that remains resilient to systemic risk; • Can probe and challenge management on the delivery of agreed strategic planning objectives and assessing threats to the Company; and • Can identify key risks to the Company related to each key area of operations. Ability to monitor risk and compliance and knowledge of legal and regulatory requirements.
Legal compliance	Knowledge of relevant laws and regulatory frameworks, and an ability to identify and oversee the Company's management of its legal and contractual obligations and compliance management.	<p>Beneficial</p> <p>As the Company has in-house counsel capabilities, this minimises the need for a specialist adviser to the board.</p> <p>Legal advice on specific issues and projects can be provided from within the board.</p>	<p>Marcello Cardaci and John Seton</p> <ul style="list-style-type: none"> • These directors are legally qualified and practice accordingly, so the Company has immediate access to legal knowledge. • Current relationships with Gilbert & Tobin provide additional advice and counsel when required.
Corporate governance	Understanding and experience in best practice corporate governance particularly as it relates to an exploration and mining company and an ability to apply that to continually improve the Company's corporate governance.	<p>Essential</p> <p>It is essential majority directors have a very sound understanding of governance and the role and responsibilities of the board collectively and directors individually.</p>	<p>Marcello Cardaci, John Seton and Jens Balkau</p> <ul style="list-style-type: none"> • These directors have board and governance experience gained in small to medium corporate organisations. • Expertise in specialist areas is desirable – Marcello Cardaci and John Seton specialised areas are finance and legal and Jens Balkau has specialised industry experience in exploration, mining and production. • Skill area to be enhanced with consultants as required.

Skill area	Description	Assessment (Skills are described as Essential, Desirable or Beneficial.)	Director(s) with this skill
Executive management	Experience at an executive level including the ability to appoint and evaluate the CEO and oversee strategic, human resource management together with industry knowledge	<p>Desirable</p> <p>Experience in evaluating performance of senior management and oversee strategic, human capital planning, and organisational change management programs together with industry knowledge.</p>	<p>Adequately covered by Marcello Cardaci, John Seton and Jens Balkau.</p> <p>Strategic human resource management experience including change management and corporate finance skills brings this skill set to the board.</p> <p>Marcello Cardaci and John Seton has this experience.</p> <p>A director with industry experience might also bring this skill set to the board. Jens Balkau has this experience.</p> <p>Furthermore, Mr Seton has held executive positions with companies that have developed and operated 2 mines.</p>
Exploration experience	Broad range of experience in exploration, mining, production, metallurgy, processing and environmental	<p>Desirable</p> <p>Experience combined with an understanding of the corporate purpose to create long term, shareholder value through the discovery, acquisition, development and marketing of natural resources.</p>	<p>Adequately covered by Jens Balkau with a wealth of exploration experience and knowledge.</p>
Positioning and crisis management	Ability to contribute to the positioning of the Company to assist in high-level communications and crisis management.	<p>Desirable</p> <p>It is advantageous for the board to be able to constructively manage crisis and provide leadership around solutions.</p>	<p>Adequately covered by Marcello Cardaci, John Seton and Jens Balkau.</p>

Skill area	Description	Assessment (Skills are described as Essential, Desirable or Beneficial.)	Director(s) with this skill
Representation and shareholder relations	Ability to effectively represent the Company and build constructive relationships with identified shareholders for the overall benefit of the Company.	Desirable It is highly desirable that all directors are apt at performing representative and shareholder liaison functions.	Adequately covered by Marcello Cardaci, John Seton and Jens Balkau The Chairman has a strong understanding of the political environment and relevant shareholder networks. Succession needs to be considered when selecting new Board members.
Remuneration	Remuneration Committee membership or management experience in relation to remuneration, including incentive program, superannuation and the legislation and contractual framework governing remuneration	Desirable It is considered essential majority of directors understand the sensitivity of remuneration levels.	Adequately covered by Marcello Cardaci and John Seton who have had past experience in this area.

PERSONAL ATTRIBUTES

All directors are required to have the following attributes.

Attribute	Description
Integrity (ethics)	A commitment to: <ul style="list-style-type: none"> • understanding and fulfilling the duties and responsibilities of a director, and maintaining knowledge in this regard through professional development • putting the Company's interests before any personal interests • being transparent and declaring any activities or conduct that might be a potential conflict • maintaining board confidentiality.
Effective listener and communicator	The ability to: <ul style="list-style-type: none"> • listen to, and constructively and appropriately debate, other people's viewpoints • develop and deliver cogent arguments • communicate effectively with a broad range of shareholders.

Attribute	Description
Constructive questioner	The preparedness to ask questions and challenge management and peer directors in a constructive and appropriate way.
Contributor and team player	The ability to work as part of a team and demonstrate the willingness and time to make a genuine and active contribution to the board and the Company.
Commitment	A visible commitment to the purpose for which the Company has been established and operates, and its on-going success.
Influencer and negotiator	The ability to negotiate outcomes and influence others to agree with those outcomes, including an ability to gain shareholder support for the board's decisions.
Critical and innovative thinker	The ability to critically analyse complex and detailed information, readily di-still key issues, and develops innovative approaches and solutions to problems.
Leader	Innate leadership skills including the ability to: <ul style="list-style-type: none"> • appropriately represent the Company • set appropriate board and Company culture • make and take responsibility for decisions and actions.

NB: The Chairperson should also have the personal attributes to effectively undertake usual Chairperson functions such as: chairing board meetings; developing a constructive relationship with management; successfully managing board succession planning and board performance and representing/being a spokesperson.

DEMOGRAPHIC & NON-SKILLS BASED CRITERIA

Criteria	Assessment	Priorities
Gender	There is currently no female director on the board. A better-balanced gender representation should be sought for the board. The next selection process provides an opportunity to enhance gender diversity on the board.	All appointments are to be made on merit rather than gender but the candidate pool should seek to include appropriately qualified female candidates.
Geographical context	Directors are not required to represent specific regions. It is desirable that directors understand the challenges faced by regional New South Wales.	

Criteria	Assessment	Priorities
Age	A satisfactory diversity of age in the members of the board should always be maintained.	
Board experience	<p>As a group, the current board has strong board experience.</p> <p>Given the size of the Company and the environment in which it is operating, it is considered the current directors have the appropriate and required skills to make a positive impact on Company operations.</p>	