

# Board Executive Committee

February 2012



## Objective

To facilitate Board processes and Board decisions between scheduled Board meetings, and at short notice.

## Duties and Responsibilities

To meet the Objective the Committee will:

- act as a delegate for the Board generally;
- exercise Board decision making powers in circumstances where it is not practical or reasonable to convene a meeting of the Board;
- make recommendations to the Board concerning matters of corporate significance not otherwise dealt with by any other Committee of the Board.

## Authority

The Committee holds the full delegated authority of the Board, including specifically the power of decision making, in relation to the Duties and Responsibilities set out in this Charter.

## Membership

The Committee is appointed by the Board and is comprised of two Non- Executive Directors, being the Chairman of the Board and one other Non- Executive Director, plus the Managing Director or in his absence the Finance Director. Three Directors, as described, is required for a quorum.

If the Chairman of the Board or the Managing Director are unavailable, they may appoint any other Director, including each other, to represent them at any meeting of the Committee.

## Meetings

The Committee meets on an as required basis. All Directors receive Committee papers and have a standing invitation to attend Committee meetings.

*Approved by the Board: 8-9 February 2012*