

## ROLE OF THE CHAIRMAN

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### **Vision/strategy**

- Ensure the Board shows leadership in setting, reviewing and achieving the vision and strategy of the company.

### **Board meetings**

- Agree the agenda in consultation with the CEO and Company Secretary to ensure appropriate time is allowed for discussion on both strategic issues, operational issues and compliance issues
- Ensure the Board receive all necessary information to enable effective decision making
- Chair Board meetings and ensure that they are validly convened, a quorum is present, all Directors have a fair opportunity to participate, the minutes are signed confirming their correctness and the meeting is declared closed
- Deal with any conflicts that arise, address differences of opinion and ensure contrary votes are recorded, if so required
- Ensure Directors with material personal interests in a matter leave the meeting while the matter is discussed, unless a resolution has been passed by the non-interested Directors allowing the interested Director to remain in the meeting and participate in discussions and/or vote on the matter
- Exercise a casting vote in accordance with Rule 10.6(d) of the constitution, if necessary.

### **Annual general meetings**

- Chair the meeting and ensure that the shareholders as a whole have an opportunity to speak on matters relevant to the management of the company
- Ensure the audit partner is present at the AGM and available to answer questions in accordance with the *Corporations Law*.

### **Committee meetings**

- Attend committee meetings in accordance with membership of such committees.

### **External contact**

- Be spokesperson in respect of the performance and profit figures with the CEO and any board-related matters, if appropriate.

### **CEO**

- Be the primary point of contact between the Board and CEO.
- Be kept fully informed of all major matters of relevance to Directors, by the CEO and other senior executives
- Chair the performance appraisal process of the CEO
- Provide mentoring for the CEO.

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### **Board**

- Initiate the process of Board, committee and Director performance appraisal
- Ensure the agreed composition of the Board is maintained, or initiate action
- Ensure Director induction plans are in place.
- Ensure Directors are informed of significant changes to the company's business environment and relevant changes to legislation.
- Ensure new Directors are properly inducted.

### **Other**

- Carry out other duties as requested by the Board from time to time.

June 2004.