

# DIRECTORS NOMINATIONS COMMITTEE

1. Snow Australia has established an independent Directors Nominations Committee (DNC) to assist both the Board and Snow Australia Members in identifying and selecting best-suited candidates and nominees for positions available on the Board from time to time.
2. The DNC is established by, and is a sub-committee of, the Board of Snow Australia.
3. Given that the DNC is an Advisory Committee only, it is established on principles of efficiency and simplicity.
4. The DNC will be constituted by individuals who are endorsed by a select number of Snow Australia's key sport Partners, only three of which will be 'voting' Members.
  - Australian Sports Commission - Voting
  - Australian Olympic Committee - Voting
  - Australian Ski Areas Association – Voting
  - A Snow Australia Life Member (Chairman) – Non-Voting
  - The Snow Australia Chief Executive Officer – Non-Voting and Secretary to the DNC
5. Each Partner will be at liberty to determine its own preferred method of identifying and nominating suitable DNC Members. However, existing Snow Australia Board Members are ineligible to be nominated to the DNC.
6. A quorum must consist of three members of the DNC.
7. The primary responsibility of the DNC is to consider all candidates for elected Director positions at Snow Australia General Meetings and provide to the Board a recommendation, to the extent it feels capable, as to the two (or such number as are to be elected) preferred candidates. The Board will be obliged to make these recommendations available to Members. In this way, Members remain free to vote as they see fit but will have the additional recommendation of an informed but independent group acting in the interests of the organisation.
8. The DNC will have complete independence to make its recommendation and the criteria it might apply. However, it is encouraged to consider the following matters.

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- Relevant sport and corporate experience.
  - Maintaining the balance of a gender and a skill-based Board.
  - Functionality of the Board.
  - Overt conflicts of interest that might compromise a balanced contribution.
9. The DNC will determine its own method of evaluating candidates for the Board. Without qualifying that method, this could include requests for written representations, references and interviews, direct or via teleconference.
  10. An agreed timetable, within the AGM timetable, will be established. This would accommodate providing advice to the Board not less than (21) days before the AGM.
  11. The CEO will act as a Secretary to the DNC.
  12. An appropriate budget for the DNC will be agreed by the Board.