

MCCA Board of Director's nomination process

Directors' qualifications — The Board of Directors believes that individuals who are nominated by the Board to be a director should have demonstrated notable or significant achievements in business, education or public service; should possess the requisite intelligence, education and experience to make a significant contribution to the Board and bring a range of skills, diverse perspectives and backgrounds to its deliberations; and should have the highest ethical standards, a strong sense of professionalism and intense dedication to serving the interests of the members. The following attributes or qualifications will be considered by the Nominating Committee in evaluating a person's candidacy to membership of the Board:

- **Management and leadership experience** — Relevant experience should include, at a minimum, a past or current leadership role in a major public company or recognized privately held entity; a past or current leadership role at a prominent educational institution or senior faculty position in an area of study important or relevant to MCCA; a past elected or appointed senior government position or a past or current senior managerial or advisory position with a highly visible nonprofit organization. Consideration will also be given to relevant experience in MCCA's high-priority growth areas; demonstrated experience in major challenges MCCA faces or a unique understanding of MCCA's business environment and experience with, exposure to or reputation among a broad subset of MCCA customer base.
- **Skilled and diverse background** — All candidates must possess the aptitude or experience to understand fully the legal responsibilities of a director and the governance processes of a public company, as well as the personal qualities to be able to make a substantial active contribution to Board deliberations, including intelligence and wisdom, set assuredness, interpersonal and communication skills, courage and inquisitiveness. Consideration will also be given to financial management, reporting and control expertise or of experience that would qualify the candidate as a "financial expert" under established standards and international experience. Consideration will be given to assuring that the Board as a whole, adequately reflects the diversity of MCCA's constituencies and the communities in which MCCA conducts its business.
- **Integrity and professionalism** — The following are the essential characteristics for each Board candidate: highest standards of moral and ethical character and personal integrity, independence, objectivity and an intense dedication to serve as a representative of the Members; a personal commitment to MCCA's principles and values; and impeccable corporate governance credentials.

Further, each candidate must be willing to commit the time and effort required to discharge the duties of Board membership.

Selection and nomination process — Whenever a vacancy occurs in the Board of Directors, the Nominating Committee is responsible for identifying one or more candidates to fill that vacancy, investigating each candidate, evaluating his/her suitability for service on the Board and recommending a candidate to the full Board. In addition, the committee is responsible for recommending nominees for election or reelection to the Board at each annual general meeting.

The Nominating Committee is authorized to use any methods it deems appropriate for identifying candidates for Board membership, including recommendations from current Board members and recommendations from members. The committee may engage outside search firms to identify suitable candidates.

The Nominating Committee is also authorized to engage in whatever investigation and evaluation processes it deems appropriate, including a thorough review of the candidate's background, characteristics, qualities and qualifications, and personal interviews with the committee as a whole, one or more members of the committee or one or more of Board members.

In formulating its recommendation, the Nominating Committee will consider not only the findings and conclusions of its investigation and evaluation process, but also current composition of the Board; the attributes and qualifications of serving Board members; additional attributes, capabilities or qualifications that should be represented to the Board and whether the candidate could provide those additional attributes, capabilities or qualifications. The committee will not recommend any candidate unless that candidate has indicated willingness to serve as a director and has agreed to comply, if elected, with the expectations and requirements of Board service.

Members' recommendations — Candidates recommended by MCCA' Members will be considered in the same manner as other candidates. A Member who wishes to make such a recommendation should complete a Director Recommendation Form and mail it to the HR Manager-MCCA, PO Box 73, Moreland VIC 3058. Members may also electronically submit their completed Director Recommendation Forms to the Nominating Committee at hr@mcca.com.au

Each member recommendation will be processed expeditiously upon receipt of the completed Director Recommendation Form. If the Nominating Committee determines that a member-recommended candidate is suitable for the Board membership, it will include the candidate in the pool of candidates to be considered for nomination upon the occurrence of the next Board vacancy or in connection with the next annual meeting of members. Members who are recommending candidates for nomination in connection with the next annual meeting of members should submit their completed Director Recommendation Form no later than **31st May** of the year of that AGM.

Reelection of existing directors — In considering whether to recommend directors who are eligible to stand for reelection, the Nominating Committee may consider a variety of factors, including a director's contributions to the Board and ability to continue to contribute productively, attendance at Board and committee meetings and compliance with Corporate Governance Principles (including satisfying the expectations for individual directors), as well as whether the director continues to possess the attributes, capabilities and qualifications considered necessary or desirable for Board service, the results of the annual Board self-evaluation, the independence of the director and the nature and extent of the director's non-MCCA activities.