

Protocol for Board Committees

1. Membership

- a) Each Board committee (*Committee*) will consist of at least one NRMA Board Director and any other person(s) appointed by the Board.
- b) Each Committee will consist of between 3 and 5 members. The Board may appoint and remove Committee members at its discretion.
- c) The Board can appoint the Group CEO to serve as a member on any Committee other than the Audit and Risk Management Committee and the Governance, Compensation and Nomination Committee.

2. Attendance

- a) Each NRMA Board Director is entitled to attend and speak at any meeting of any Committee even if that Director is not a member of that Committee. However, a Director who is not a member of a relevant Committee (even if that Director is the Chair or Deputy Chair of the Board) will not count in the quorum for, and will not be entitled to vote at, meetings of that Committee.
- b) A Director who wishes to attend a meeting of a Committee of which that Director is not a member should notify the Chair or Secretary of that Committee before the start of the meeting, so that appropriate logistical arrangements can be made for the Director's attendance.¹
- c) The Group CEO has a standing invitation to attend meetings of each Committee, unless the chair of that Committee determines otherwise.

3. Committee Chair

- a) In addition to appointing Committee members, subject to paragraph 3(d) below, the Board will appoint the chair of each Committee (*Committee Chair*).
- b) The Chair of the NRMA Board must not be appointed as chair of any Committee, other than the Governance, Compensation and Nomination Committee, or except where the Board considers there are exceptional circumstances.
- c) The Group CEO must not be appointed as chair of any Committee.
- d) If the Committee Chair is not present within 15 minutes after the time appointed for holding a meeting of that Committee, or is unwilling to take the chair, the Committee members present may choose one of their number as temporary chair for the duration of that meeting, subject to paragraph 3(c) above. Notwithstanding paragraph 3(b) the temporary chair may be the Chair of the Board if he/she has been appointed as a Committee member.

4. Secretary, Agendas and Papers

- a) Each Committee will appoint a secretary (*Secretary*).
- b) The Secretary must:
 - i) ensure that, for each Committee meeting, a notice of meeting and an agenda as agreed with the Committee Chair are provided to each of the Committee members, each Director and, unless the Committee Chair determines otherwise, the Group CEO;
 - ii) ensure that Committee members are provided with the papers for each Committee meeting; and

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5. Meetings and Quorum

- iii) minute the proceedings of each Committee meeting, provide the draft minutes to the Committee Chair for initial review, and circulate the draft minutes following review by the Committee Chair to all Committee members with the Committee papers for the next Committee meeting for consideration and adoption at that meeting.
 - c) Committee papers will only be provided to a Director who is not a member of that Committee upon request by that Director.
 - d) Committee papers will be provided to the Group CEO (for Committees that the Group CEO is not a member of) unless otherwise advised by the Committee Chair.
 - e) If a Committee proposes to make a decision by written resolution, the Secretary must circulate the proposed resolution as agreed with the Committee Chair to the Committee members and (for the purposes of information only) each Director who is not a Committee member, collate the Committee members' responses to the written resolution and report the outcome to the Committee members and all other Directors.
- a) The Committee Chair may call a meeting of that Committee at any time (including on the request of the Group CEO), and must call a meeting of that Committee if so requested by the Board or any member of that Committee.
 - b) Each Committee may adopt such rules and procedures as it deems appropriate for the conduct of its meetings, provided that such rules and procedures are not inconsistent with the NRMA Constitution, this Protocol document, that Committee's charter or any resolution of the Board.
 - c) The quorum for Committee meetings will be:
 - i) where the number of Committee members is an even number, half that number plus one; and
 - ii) where the number of Committee members is an odd number, half that number rounded up to the next whole number.
 - d) Any questions arising at a meeting of a Committee will be decided by a majority of votes and each Committee member will have one vote. In the case of an equality of votes, the Committee Chair will have a second and casting vote.
 - e) Each Committee, other than the Governance, Compensation and Nomination Committee (*GCN Committee*), will meet three times per calendar year and additionally as required. The GCN Committee will meet twice per calendar year and additionally as required.

6. Access to Advisers, Auditors and Management

- a) Any independent consultants and advisers and the internal and external auditors or NRMA will have direct access to each Committee Chair for the purpose of raising or receiving concerns about matters within the role and responsibility of the relevant Committee.

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7. Independent Advice

- b) Each Committee may meet on its own, or with management or other internal or external parties, and may invite such persons to Committee meetings as it deems necessary or appropriate.
- c) Each Committee will have free and unrestricted access to resources and information of NRMA as the Committee considers necessary to fulfil its role and responsibilities.
- a) Subject to paragraph 7(b) below, each Committee or the Committee Chair may consult independent experts or advisers where the Committee or the Committee Chair considers such consultation necessary to carry out the Committee's role and responsibilities.
- b) Before a Committee or Committee Chair engages any independent expert or adviser, the Committee Chair must obtain approval from the Chair or Deputy Chair of the Board for the advice to be obtained, the expert or adviser to provide it and the expense to be incurred.
- c) If requested by any Director, the Secretary must provide any independent advice obtained in accordance with paragraphs 7(a) and 7(b) to the Board, subject to any limitations or processes necessary to maintain legal professional privilege.

Approved by NRMA Board on 29 November 2018

¹ In accordance with the *Corporations Act 2001* (Cth), the Directors' Report contained in the Annual Report will include details of each Director's attendance at Committee meetings. The Directors' Report will distinguish between the attendance of Directors as members and as non-members of the relevant Committee.