



Nominations Committee Charter

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Isobel Rogerson	Company Secretary

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Approval

Name	Position	Evidence
Board		Minutes of meeting 5 April 2012
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NOMINATIONS COMMITTEE CHARTER

1. Purpose

The purpose of the Committee is to make recommendations to the Board in respect of the appointment of new directors.

2. Composition

- 2.1. The Committee will comprise at least three independent non-executive directors of the ME Board. The four major shareholders of the Bank will be invited to nominate a total of two directors to participate.
- 2.2. The Chair of the Board will be the Chair of the Committee.
- 2.3. Notwithstanding the previous clause, if the Chair of the Committee is absent from a meeting, the Committee members present will appoint another independent director as Chair for that meeting.

3. Authority and Powers

- 3.1. The Committee discharges its responsibilities in accordance with the authority delegated to it by the Board as well as any powers conferred by statute, regulation or regulatory authority requirements.
- 3.2. The responsibilities delegated to this Committee are contained in the Authorities and Delegations Policy, this Charter and any other resolution of the Board.
- 3.3. The Committee may engage third party experts on a basis which is independent of management to ensure that the engagement and any advice received is independent.

4. Responsibilities

- 4.1. The Committee is responsible for:
 - (i) identifying potential new directors from time to time;
 - (ii) interviewing candidates for director positions;
 - (iii) making recommendations to the Board in respect of the selection of new directors.
- 4.2. The Committee will review this Charter at least every 2 years.

5. Meetings

- 5.1. The Committee will meet on an as needs basis.
- 5.2. All directors are entitled to attend Committee meetings.
- 5.3. A Committee meeting may be called or held using any technology consented to by all participants.

6. Reporting

- 6.1. The Committee will report to the Board at the next Board meeting through a verbal report from the Chair.