



EMPIRE OIL & GAS NL

# Process for the Evaluation of Board Performance



# Process for the Evaluation of Board Performance

## Empire Oil & Gas NL

ABN 55 063 613 730

229 Stirling Highway,  
Claremont WA 6010

T: +61 8 9286 4600

F: +61 8 9284 6588

E: [admin@empireoil.com.au](mailto:admin@empireoil.com.au)

W: [www.empireoil.com.au](http://www.empireoil.com.au)

### Policy Manager

Company Secretary

### Approval Authority

Board of Directors

### Policy Status

V1 23 August 2016

V2 29 June 2017

### Review Date

30 June 2018 (annually)

### Distribution Level

All officers, employees and  
agents of Empire Oil & Gas NL

### Version Reference

Board Approved –  
Issued for Use

## Table of Contents

Board Performance .....	3
Reviews Completed Each Year .....	3
Evaluation Reports .....	3
Reports on Board and Committee Performance.....	3
Report on the Chairman’s Performance .....	3
Reports on Individual Directors.....	3
External Consultants.....	3
Support for Re-Election .....	3
Evaluation of the Chief Executive Officer/Managing Director .....	4
Review of this Process .....	4
Who to Contact .....	4
Disclosure .....	4
Glossary .....	4

### Board Performance

The Nomination Committee is responsible for determining the process for evaluating Board Performance. To assist in this process an independent advisor may be used.

### Reviews Completed Each Year

The following reviews are conducted by the Board on an annual basis:

- Board performance against the requirements of the Board Charter;
- Board Committee performance against the respective Charters;
- the performance of the Chairman, both in his/her capacity as Chairman and as an individual member of the Board;
- the performance of individual Directors;
- the independence of Directors;
- examination of the Board's interaction with Management;
- the nature of information provided to the Board by Management; and
- Management's performance in assisting the Board to meet its objectives.

A similar review may be conducted for each Committee by the Board with the aim of assessing the performance of each Committee and identifying areas where improvements can be made.

### Evaluation Reports

The Board performance evaluation process is conducted by questionnaires which are completed by each Director. Management are invited to contribute to this appraisal process.

#### Reports on Board and Committee Performance

The reports on Board and Committee performance are provided to all Directors and discussed by the Board.

#### Report on the Chairman's Performance

The report on the Chairman's performance is provided to the Chairman and discussed with the chairman of the Nomination Committee (unless this is the same person, in which case the members of the Nomination Committee will appoint another director to share the Committee's views on the Chairman's performance).

#### Reports on Individual Directors

The Chairman of the Board meets individually with each Director to discuss his/her individual assessment.

#### External Consultants

From time to time the Board engages external consultants to assist in this process.

### Support for Re-Election

The performance of each Director retiring at the next Annual General Meeting is taken into account by the Board in determining whether or not the Board should support the re-election of the Director. The Chairman refers to the individual Director's report when discussing with the Board whether the re-election of the Director at the Annual General Meeting should receive Board support.

### Evaluation of the Chief Executive Officer/Managing Director

The Nomination Committee reviews and makes recommendations to the Board on the criteria for the evaluation of the performance of the Chief Executive Officer/Managing Director. The Board conducts the evaluation of the performance of the Chief Executive Officer/Managing Director. The remuneration report in the annual report discloses the process for evaluating the performance of Senior Executives, including the Chief Executive Officer/Managing Director.

### Review of this Process

The Board is responsible for reviewing this Process to determine its appropriateness to the needs of Empire from time to time.

This Process may be amended by resolution of the Board.

### Who to Contact

Any questions relating to the interpretation of this Process should be forwarded to the Company Secretary.

### Disclosure

A summary of this Process and the key features will be published in Empire's Annual Report.

A copy of this Process is available at [www.empireoil.com.au](http://www.empireoil.com.au).

### Glossary

Term	Definition
Board	means Empire's board of directors.
Chairman	means the person appointed as the chairman of the Board from time to time.
Chief Executive Officer	means the person appointed as Chief Executive Officer of Empire from time to time.
Committee	means a committee of the Board, established pursuant to Article 57 of Empire's Constitution.
Company Secretary	means the person appointed as the company secretary of Empire from time to time.
Director	means the persons appointed as directors of Empire from time to time.
Empire	means Empire Oil & Gas NL ABN 55 063 613 730.
Management	means the senior management team (excluding Board members but including the Chief Executive Officer/Managing Director) of Empire, being those who have the opportunity to materially influence the integrity, strategy and operation of Empire and its financial performance.
Managing Director	means the person appointed as Managing Director of Empire from time to time.
Process	means this document or any amending or replacement document.
Senior Executives	means the senior management team (excluding Board members but including the Chief Executive Officer/Managing Director) of Empire, being those who have the opportunity to materially influence the integrity, strategy and operation of Empire and its financial performance.