

BOARD AND DIRECTOR EVALUATION

1 KEY ELEMENTS

The key elements of a performance evaluation process are:

- (a) the process should be objective and independent;
- (b) the process should encourage open and constructive discussion in relation to performance;
- (c) the Board should establish key goals to be achieved by the performance evaluation process; and
- (d) each individual performance assessment should remain confidential.

2 ESTABLISHING THE EVALUATION PROCESS

The Board will determine a method of performance evaluation for Directors individually and for the Board.

The method will specify the criteria to be used in evaluating performance. Performance criteria should have the following characteristics:

- (a) allow for comparisons with industry peers where appropriate;
- (b) should not change every year unless circumstances require that they do; and
- (c) reviewed annually for relevance against the Board Charter.

3 EVALUATION CRITERIA

3.1 Suggested Evaluation Criteria for Individual Directors

Contribution and effectiveness in:

- Corporate governance.
- Leadership through vision and values.
- Strategic thinking and decision making.
- Commercial and business acumen.
- Teamwork.
- Contribution to resolution of divergent views.
- Proactive participation.
- Time commitment.

3.2 Suggested Evaluation Criteria for the Board

Board Role:	Adequacy of processes which monitor business performance Board member interaction with management Adequacy of Board knowledge Adequacy of business strategy
Board Membership:	Appropriateness of balance and mix of skills Size of Board Contribution of individual Board members Adequacy of performance feedback to Board members Procedures dealing with inadequate performance by a Board member.
Practice and Procedure:	Board's effectiveness in use of time Whether Board allowed sufficient opportunity to adequately assess management performance Board's ability to keep abreast of developments in the wider environment which may affect DDT Adequacy of meeting frequency and duration.
Collaboration and Style:	Working relationship between Chairman and CEO Segregation of duties between Board and management Ability of Directors to express views to each other and to management in a constructive manner.