



## Terms of Reference Nomination Committee

### 1. Membership

The committee shall comprise at least two directors. A majority of the members of the committee shall be independent non-executive directors.

Only members of the committee have the right to attend committee meetings. However, other individuals may be invited as and when appropriate and necessary.

Appointments to the committee are made by the board and shall be for a period of up to three years, which may be extended for further periods of up to three-years.

The board shall appoint the committee chairman who should be either the chairman of the board or an independent non-executive director. In the chair's absence, the committee can elect a member to chair a meeting.

### 2. Secretary

The company secretary or his or her nominee shall act as the secretary of the committee.

### 3. Quorum

The quorum necessary for the transaction of business shall be two members.

### 4. Frequency of meetings

The committee shall meet as required.

### 5. Notice of meetings

Meetings of the committee shall be called by the secretary of the committee at the request of the committee chairman. Notice of each meeting confirming the venue, time and date and an agenda to be forwarded to each member no fewer than five working days before the date of the meeting.

### 6. Minutes of meetings

The secretary shall minute the proceedings, including names of those present. Draft minutes should be circulated promptly. Once approved by the committee, minutes should be distributed to the rest of the board unless the committee chairman decides otherwise.



## 7. Annual General Meeting

The committee chairman should attend the annual general meeting to answer any shareholder questions on the committee's activities.

## 8. Duties

The committee shall:

- Regularly review the structure, size and composition (including the skills, knowledge, experience and diversity) of the board.
- Give full consideration to succession planning for directors and other senior executives in the course of its work.
- Keep under review the leadership needs of the organisation, both executive and non-executive.
- Keep up to date and fully informed about strategic issues and commercial changes affecting the company and the market in which it operates.
- Be responsible for identifying and nominating, for the approval of the board, candidates to fill board vacancies as and when they arise
- Evaluate the balance of skills, knowledge, experience and diversity on the board before any appointment is made by the board, and, in the light of this, prepare a description of the role and capabilities required for a particular appointment.
- Use open advertising or the services of external advisers to facilitate the search
- Consider candidates on merit and against objective criteria.

For the appointment of a chairman, the committee should prepare a job specification, including the time commitment expected. A proposed chairman's other significant commitments should be disclosed to the board.

Prior to the appointment of a director, the proposed appointee should be required to disclose any other or future business interests that may result in a conflict of interest.

On appointment, non-executive directors must receive a formal letter of appointment setting out clearly what is expected of them in terms of time commitment.

The results of the board performance evaluation process that relate to the composition of the board must be reviewed.

Performance evaluation should be used to assess whether the non-executive directors are spending enough time to fulfil their duties.

The committee shall work and liaise as necessary with all other board committees.

The committee shall also make recommendations to the board concerning:

- Formulating plans for succession for both executive and non-executive directors
- Membership of the committee and any other board committees
- The re-appointment of any non-executive director at the conclusion of their specified term of office
- The re-election by shareholders of directors under the annual re-election provisions of the Code or the retirement by rotation provisions
- Any matters relating to the continuation in office of any director at any time including the suspension or termination of service of an executive director as an employee of the company
- The appointment of any director to executive or other office

#### 9. Reporting responsibilities

The committee chairman shall report formally to the board after every committee meeting, on all matters within the committee's duties in relation to the financial statements and external audit process, making any recommendations the committee sees fit. The committee will also make sure it follows existing regulation on disclosure of information, and create an annual report to be presented to shareholders at the AGM.

#### 10. Other matters

The committee will have access to the company secretariat and appropriate and timely training. It will obey the law and arrange periodic reviews of its own performance, at least annually. The committee will also be responsible for co-ordination of the internal and external auditors

#### 11. Authority

The committee is authorised by the board to obtain, at the company's expense, outside legal or other professional advice on any matters within its terms of reference.