

## **NOMINATION COMMITTEE**

### **Terms of Reference**

#### **Membership**

The committee shall comprise the whole board. A quorum shall be 2 members. The chairman of the committee shall be appointed by the board.

#### **Responsibilities**

The Committee shall:

1. Review regularly the board structure, size, composition and age profile, as well as the balance of knowledge, experience and skill range.
2. Be responsible for identifying and nominating candidates for the approval of the board to fill board vacancies as and when they arise.
3. Monitor the performance of the directors. The senior independent director shall lead the appraisal of the Chairman annually and report to the board in the Chairman's absence.
4. Draw up plans for succession for the board.
5. Ensure the provision of an induction programme for new directors and monitor the professional development and training needs of existing directors.
6. In respect of directors who are retiring by rotation or whose term of appointment is due to expire, make recommendations to the board as to their suitability for re-election or re-appointment based on performance appraisals.
7. Assess and recommend which directors are independent or not independent for approval by the board and for disclosure in the Annual Report.
8. Review annually the time required to perform the duties of a director and assess whether the directors are spending enough time to fulfil these duties.
9. Make a statement in the Annual Report about its activities; the membership of the committee, number of committee meetings and attendance over the course of the year; the process used for appointments and explain if external advice or open advertising has not been used.
10. Consider directors' potential conflicts of interest and make recommendations to the board.