

## **Nomination Committee**

### **Term of Reference**

#### **Role**

The role of the Committee is to ensure that appropriate procedures are adopted and followed in the nomination, selection, training, evaluation and re-election of Directors and for succession planning, with due regard in all cases to the benefits of diversity on the Board, including gender.

#### **Membership**

The Committee shall be appointed by the Board and shall consist of a Chairman and not less than three other members. Only the Chairman of the Board and Non-Executive Directors shall be eligible for membership of the Committee and a majority of the members of the Committee shall be independent Non-Executive Directors.

The Committee may invite any Director, executive or other person to attend any meeting(s) of the Committee as it may from time to time consider desirable to assist the Committee in fulfilling its role.

The Company Secretary shall act as Secretary to the Committee.

#### **Chairman**

The Chairman of the Committee shall be appointed by the Board and shall either be the Chairman of the Board or one of its Non-Executive Directors. For matters relating to the Chairman of the Board or the appointment of a new Chairman of the Board, the Committee shall, if it is ordinarily chaired by the Chairman of the Board, be chaired by the Senior Independent Director and the Chairman shall not attend or take part in such considerations.

#### **Quorum**

The quorum for a meeting of the Committee shall be three of its members, one of whom shall be the Committee Chairman, unless the Chairman of the Committee is unable to attend due to exceptional circumstances.

#### **Meetings**

The Committee shall meet at least twice in each year and shall provide a report of each such meeting to the subsequent meeting of the Board.

## **Terms of Reference**

The Committee shall:

1. regularly review the structure, size, composition, skills and experience of the Board and make recommendations to the Board with regard to any adjustments considered necessary;
2. when it is agreed that an appointment to the Board should be made, undertake an evaluation of the skills, knowledge, experience and independence on the Board and, in light of that evaluation, prepare a description of the role and the skills and experience required for the particular appointment including, in the case of the proposed appointment of a new Chairman of the Board or a Non-Executive Director, an assessment of the time commitment required;
3. lead a selection process that shall be formal, rigorous and transparent, and be responsible for identifying, reviewing and recommending to the Board candidates for appointment, whether as Executive or Non-Executive Directors, which candidates shall be considered on merit and assessed against objective criteria;
4. ensure that all Directors, on joining the Board, undergo an appropriate induction programme and consider any training requirements for the Board as a whole;
5. regularly consider development plans and succession planning for Directors and other senior executives, taking account of the challenges and opportunities facing the Company; ensuring that there is an appropriate portfolio of skills and experience within the Company and on the Board;
6. make recommendations to the Board regarding the renewal of the terms of office of Non-Executive Directors and the continuation (or not), in service of any Director at any time;
7. make recommendations to the Board with regard to suitable candidates for the role of Senior Independent Director and the membership of Board Committees generally; and
8. establish the policy for Executive Directors becoming non-executive directors of other companies and monitor its implementation.

## **Authority**

The Committee may appoint or employ such professional advisers as it may consider appropriate to assist it in fulfilling its responsibilities.

## **Review**

The Committee shall review annually its terms of reference, recommending any changes to the Board. The performance of the Committee shall be reviewed as part of the formal annual Board appraisal.