

## **NOMINATION COMMITTEE**

### **Terms of Reference**

#### **Constitution**

The Board has resolved to establish a committee of the board to be known as the Nomination Committee.

#### **Membership**

The Committee shall be appointed by the Board, and shall be at least three non-executive directors.

#### **Chairman**

The Chairman of the Committee shall be the Chairman or an independent non-executive director appointed by the Board.

#### **Meetings**

The Committee shall meet at such times as the Chairman of the Committee shall require.

#### **Quorum**

The quorum shall be two members.

#### **Secretary**

The secretary of the Company shall be secretary of the Committee.

#### **Duties**

The duties of the Committee shall be to:-

1. consider, at the request of the Board or the Chairman, the making of any appointment or reappointment, to the Board;
2. provide advice and recommendations to the Board on any such appointment;
3. be responsible for identifying and nominating for approval of the Board, candidates to fill board vacancies as and when they arise;
4. before appointment is made by the board, evaluate the balance of skills, knowledge and experience on the Board, and, in the light of this evaluation prepare a description of the role and capabilities required for a particular appointment;

5. keep the composition of the Board (in terms of balance between executive and non-executive Directors) under review and make recommendations to the Board;
6. ensure that on appointment to the Board, non-executive directors receive a formal letter of appointment setting out clearly what is expected of them in terms of time commitment, committee service and involvement outside board meetings;
7. review the reappointment of any non-executive director at the conclusion of their specified term of office and the continuation (or not) in service of any director who has reached the age of 70.

#### Reporting Procedures

The Secretary shall circulate minutes of meetings of the Committee to all members of the Board.

The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

#### Authority

The Committee is authorised to seek any information it requires from any employee of the company in order to perform its duties.

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