

## **Nomination Committee – Terms of Reference**

### **Membership**

The Committee shall comprise at least three members, a majority of which should be independent non-executive directors.

### **Frequency of Meetings**

The Committee shall meet at least once a year and otherwise as required.

### **Duties**

The responsibilities of the Committee covered in its terms of reference include:

- reviewing Board structure, size and composition including diversity
- appointing new Directors
- recommending suitable candidates for the role of Senior independent director
- re-appointment and re-election of existing Directors
- succession planning taking into account the skills and expertise that will be needed on the Board in the future
- reviewing time required from Non-executive Directors
- determining membership of other Board Committees
- external facilitation of the evaluation of the Board.