



TERMS OF REFERENCE FOR THE NOMINATIONS COMMITTEE

1. Constitution and Overall Aims

The Committee is constituted by the Board with the purpose of assisting the Board to ensure that there is an open and transparent process for the selection and recruitment of the Directors and the Chief Executive, all in accordance with the terms of the Company's Articles of Association (the '**Articles**') and the law.

2. Interpretation

Terms and expressions defined in the Articles shall have the same meanings in these Terms of Reference as are applied to them in the Articles.

3. Activities

- 1) The Committee will consider and assess all the nominations and applicants (where applicable) submitted against the criteria and eligibility requirements set by the Board and will:
 - a) Approve candidates for election by the Members;
 - b) Recommend candidates for consideration by the Board as Extra Directors;
 - c) Recommend candidate(s) for consideration by the Board for the position of President; and
 - d) Recommend candidate(s) for consideration by the Board for the position of Chief Executive.
- 2) The Committee will regularly review the structure, size and composition (including the skills, knowledge, experience and diversity) of the Board and make recommendations to the Board with regard to any proposed changes.
- 3) The Committee will manage the recruitment process for the Chief Executive, as determined by the Board.
- 4) Arrange for periodic reviews of its own performance and, at least annually, review its constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

4. Responsibilities (as set out in the Articles)

Reviewing the written notices from candidates seeking to be considered for appointment to the Board and taking into account the following criteria:

- 1) The need for candidates to meet the role requirements and competencies of the vacant role.
- 2) The need for Directors to contribute to the competency framework and balance of the Board as a whole.
- 3) Any conflict or potential conflict of interests which have been declared by candidates in their written notice.
- 4) The need for candidates to be supported by at least two Members entitled to attend and vote at the annual general meeting who must have provided such support by signing the written notice.

5) Any other criteria set by the Board from time to time.

To approve those candidates who meet the criteria and who can go forward for election by the Members. The Committee will notify the Board of any person who is not approved with information regarding the reasons for non-approval. The Board shall notify those candidates who have not been approved by the Committee and will provide details of the reasons why they have not been approved.

5. Membership

The Committee shall comprise a minimum of four people provided that a majority are:

- Independent and free from any significant conflict of interest (as determined by the Board from time to time); and
- Non-Executive Directors.

The Committee shall include:

- At least two Non-Executive Directors (NEDs) of the Company (which includes the Chair);
- At least one person who is independent from the Company; and
- The Chief Executive.

Only members of the committee shall have the right to attend committee meetings. However, other individuals such as the HR & Office Manager and external advisers may be invited by the Committee to attend for all or part of any meeting, as and when appropriate and necessary.

6. Structure

- 1) The BD Chair will be chair of the Committee.
- 2) At any meeting of the Committee at which the Chair is not present, any other Non-Executive Director may act as Chair for that meeting only.
- 3) No person may serve on the Committee for more than two terms of four years (but any period for which any member of the Committee is an Interim Director shall not contribute to any consecutive period of office for the purposes of this paragraph).

7. Meetings

- 1) The Chair of the meeting has a casting vote.
- 2) All members of the Committee shall have one vote.
- 3) The Committee shall meet as it deems necessary but at least once a year. The use of teleconference facilities may be used for a meeting and shall be deemed to constitute a meeting for this purpose.
- 4) The Board or any member of the Committee can call or request the calling of a meeting.
- 5) The agenda and supporting papers for the meetings will be circulated to Committee members at least three days before each meeting.
- 6) Any minutes of the Committee will normally be taken by the Chief Executive (or nominated minute taker) and the Chief Executive shall retain copies of all papers.
- 7) The Chair shall report to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.
- 8) Any member of the Committee who has an interest on a subject matter to be discussed at a meeting (including, without limitation, the appointment of his / her replacement on the Board) shall not attend that part of the meeting (and shall leave the room until those discussions have concluded).
- 9) For a Committee meeting to be quorate, a minimum of three members of the Committee must be in attendance, with at least half of those being:

- Independent and free from any significant conflict of interest (as determined by the Board from time to time); and
- Non-Executive Directors.

8. Authority

The Committee is authorised by the Board to obtain, at the Company's expense, outside legal, HR or other professional advice on any matters within its terms of reference, subject to an annual limit of £5,000.