



## **Nominations Committee Terms of Reference**

(As approved at the Board Meeting on 22 March 2012)

### **Membership and Quorum:**

The Committee shall consist of the Chairman of the Company and all the non-executive directors of the Company. The Chairman of the Company shall chair the Committee, except when it is dealing with the appointment of his successor.

A quorum shall be two members both of whom must be independent non-executive directors. A majority of those attending must also be independent non-executive directors. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee. If the Chairman is not present, those attending the meeting may appoint an independent non-executive director attending the meeting to chair it.

The Company Secretary (or in his or her absence the Deputy Company Secretary or some other person nominated by the Company Secretary and acceptable to the Committee) shall act as secretary to the Committee.

The Committee shall meet as often as the Chairman may consider to be necessary to discharge its responsibilities or at the request of any other member of the Committee.

### **Responsibility:**

The Committee shall:

- 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 changes;
- give full consideration to succession planning for directors and other senior executives, taking account of the challenges and opportunities facing the Company, and the skills and expertise needed on the board in the future;
- keep under review the leadership needs of the Group, both executive and non-executive, with a view to ensuring the continued ability of the Group to compete effectively in the market place;
- be responsible for identifying and nominating for the approval of the Board, candidates to fill board vacancies as and when they arise;
- before any 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;

In identifying suitable candidates the Committee shall :

- use open advertising or the services of external advisers to facilitate the search, unless, in its opinion, it is not necessary or not in the Company's interest to do so and explains this in its report in the Annual Report;

- consider candidates from a wide range of potentially suitable backgrounds and with regard to the potential benefits of diversity, including gender diversity, on the board;
- take care to establish that appointees have enough time available to devote to the position and whether they have business or other interests that may result in a conflict of interest;
- review annually the time required from a non-executive director for performance of his duties to the Company;
- review regularly the structure, size and composition (including the skills, knowledge and experience) of the Board and make recommendations to the Board with regard to any changes;
- make a statement in the annual report about its activities.

The Committee shall make recommendations to the Board:

- as regards plans for succession for both executive and non-executive directors;
- as to suitable candidates for the role of senior independent director;
- as regards the re-appointment of any non-executive director at the conclusion of their specified term of office;
- concerning the annual re-election by shareholders of any director;
- concerning any matters relating to the continuation in office of any director at any time; and
- concerning the appointment of any director to executive or other office other than to the positions of Chairman and Chief Executive, the recommendation for which would be considered at a meeting of the Board.

The Committee shall review its own performance, constitution and terms of reference at least once a year to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

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