



NOMINATIONS COMMITTEE

TERMS OF REFERENCE

1. CONSTITUTION

The Nominations Committee (The Committee) will be appointed by the Board of Directors of Carriglea Cairde Services.

2. AUTHORITY

The Committee is authorised by Board of Directors to satisfy itself that where appropriate plans are in place for the orderly succession of appointments to the Board so as to maintain an appropriate balance of skills and experience within the Services and on the Board and to ensure progressive refreshing of the Board.

3. RESPONSIBILITIES

1. The Committee will develop and recommend to the Board formal, rigorous and transparent procedures for the identification, selection and appointment of Board Members.
2. The Committee will keep under review the composition, size and structure of the Board and its committees.
3. The Committee will review and monitor the needs of the Board and its committees.
4. The Committee will ensure that the search for Board Candidates is conducted and appointments made, on merit, against objective criteria and with regard for the benefits for diversity on the Board including gender and skill mix.
5. The Committee following process will formally recommend candidates to the Board for appointment to the Board of Directors of Carriglea Cairde Services.

4. MEMBERSHIP

The Committee will be chaired by a Non- Executive Director of the Board. Membership of the committee should be comprised of Non-Executive Directors and independent members.

5. ATTENDANCE

The Company Secretary (or their nominee) will act as secretary to the Committee. The Committee may invite external advisors to attend for all or part of any meeting.

6. QUORUM

A quorum shall be two Non-Executive Directors.

7. FREQUENCY OF MEETINGS

The Committee will meet at least twice a year and at such other times as may be required.

8. REPORTING

1. The minutes of Committee meetings will be formally recorded and submitted to the Board after each meeting.
2. The Committee shall make a statement in the annual report about its activities and the process used to make appointments.