

# **The Investor Relations Society**

## **Terms of Reference for the Nominations Committee**

**The Membership Committee shall have the following terms of reference**

### ***1. Constitution***

- 1.1 The Board has established a Committee of the Board known as the Nominations Committee.
- 1.2 The Terms of Reference for the Committee outlined below are defined by the Board and may be amended by the Board at any time to reflect changing circumstances.

### ***2. Membership***

- 2.1 The Board is responsible for the appointment of members to the Nomination Committee, for setting the term of members' appointments and for the revocation of any such appointments.
- 2.2 The Nomination Committee shall comprise not less than four full members all of whom shall be Board directors. The quorum shall be two Committee members one of whom should be the Committee Chairman unless he/she is unable to attend. All members of the Committee shall be advised of the business to be transacted at any meeting even if they are unable to be present.
- 2.3 The Chairman of the Committee shall be the Chairman of the Society, except when the Committee is dealing with the appointment of a successor to the chairmanship.
- 2.4 The meeting shall be in person or by telephonic or electronic means as long as all attending the meeting can hear the conversation.
- 2.5 The Committee shall produce such papers and minutes of the Committee's meetings as are appropriate, in a timely manner.
- 2.6 The minutes of the meetings shall be circulated to all members of the Committee, and if not members of the Committee, the other Directors of the Society.

### **3. Frequency of meetings**

Meetings of the Nomination Committee shall be held at least once per year or as necessary to undertake the duties outlined below.

### **4. Duties**

The Committee shall:

- lead the process for Board appointments and make recommendations to the Board ensuring that there is a formal, rigorous and transparent procedure for such appointments;

- prepare a description of the role and capabilities required for any particular appointment.
- evaluate the balance of skills, knowledge and experience on the Board and make recommendations to the Board on any changes that may be desirable to ensure the effective running of the Society.
- consider the issue of succession planning and make recommendations to the Board to ensure that there is an appropriate progression of members on the Board.

#### 5. Other

5.1 The Chairman of the Committee shall be available to answer questions at the Annual General Meeting concerning its activities.

5.2 The Committee shall undertake any other related duties as directed by the Board.

These Terms of Reference were adopted by the Board on 27 April 2010