

Suas Nominations Sub Committee Terms of Reference



Objectives

The key objectives of the Nominations Management Sub Committee are:

To assist the Board of Suas in the identification and appointment of suitably skilled Directors to its Board and to undertake any additional, related duties, at the direction of the Board.

Section 1 - Membership

The Nominations Management Sub Committee shall consist of at least three members.

- The Chairperson of the Board shall be a member and Chairperson of the Committee
- Two other members of the current Board

Other Members may be appointed by the Board of Suas, from time to time, as needs arise.

Members are usually appointed for a period of three years.

Section 2 - Meetings & Minutes

A quorum shall be a minimum of two members of the Nominations subcommittee. The Secretary to the Committee shall be appointed by the Chairperson.

Notice of meetings

Meetings of the committee shall be convened by the Secretary of the Committee at the request of any of its members or at the request of the external audit lead partner or head of internal auditor if they consider it necessary.

Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the Committee, any other person required to attend and all other non-executive directors, no later than five working days before the date of the meeting. Supporting papers shall be sent to Committee members and to other attendees as appropriate, at the same time.

Frequency

Meetings shall be convened at the discretion of the Chairperson, but shall be held at least twice per annum. The Chairperson may convene additional meetings as deemed necessary.

Minutes

The Secretary shall be responsible for recording the minutes of each meeting. Minutes of meetings will be circulated to all Members of the Nominations Sub Committee in advance of their formal adoption by the Committee.

The Nominations Committee shall provide a report to the Board of Suas at least bi annually.

Section 3 - Authority

In carrying out its responsibilities, the Nominations Management Sub Committee has full authority to investigate all matters that fall within this Terms of Reference. Accordingly the Committee may:

- Obtain independent professional advice in the satisfaction of its duties at the cost of Suas
- Have such direct access to the resources of Suas, as it may reasonably require, specifically including the external and internal auditor(s)
- May require members of management to attend at the Committee and to assist the Committee in its work.

Section 4 – Accountabilities and Responsibilities

The Nominations Sub Committee is accountable to the Board of Suas and is formally a sub-committee of the Board of Suas.

To fulfil its responsibilities the committee shall:

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 in the course of its work, taking into account the challenges and opportunities facing the company, and the skills and expertise needed on the board in the future
- keep up to date and fully informed about strategic issues and commercial changes affecting the company and the market in which it operates
- 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, experience and diversity 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
 - consider candidates from a wide range of backgrounds
 - consider candidates on merit and against objective criteria and with due regard for the benefits of diversity on the board, including gender, taking care that appointees have enough time available to devote to the position
- for the appointment of a chairman, the committee should prepare a job specification, including the time commitment expected. A proposed chairman's other significant commitments should be disclosed to the board before appointment and any changes to the chairman's commitments should be reported to the board as they arise.
- prior to the appointment of a director, the proposed appointee should be required to disclose any other business interests that may result in a conflict of interest and be required to report any future business interests that could result in a conflict of interest
- ensure that on appointment to the board, non-executive directors receive a formal letter of appointment setting out clearly what is expected of them in terms of time commitment, committee service and involvement outside board meetings
- review annually the time required from non-executive directors. Performance evaluation should be used to assess whether the nonexecutive directors are spending enough time to fulfil their duties