

## Nominations Committee – Terms of Reference

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Board of Directors  
11 February 2019

### Item 4.2

#### Nominations Committee – updated Terms of Reference (reviewed by the Chair and CEO)

##### 1. Background

- 1.1 The BMC Nominations Committee (the 'Committee') was initially established, by National Council on 23 April 2017 with the specific remit of identifying an interim President for the BMC
- 1.2 Formal Terms of Reference were agreed by National Council on 17 September 2017. This document has been updated to further clarify the role and remit of the Committee further to the constitutional changes adopted at the June 2018 AGM.

##### 2. Function

To:

- 2.1 Identify and nominate, for appointment at a general meeting or as otherwise provided within the Articles of Association, candidates for positions as Nominated Directors and Independent Directors, and to make arrangements for succession planning;
- 2.2 Review and nominate, for approval by the Board and ratification at a general meeting, candidates to fill the position of Chair of the Board;
- 2.3 Advise National Council on any specific skills to be sought amongst those member-elected Directors appointed by the National Council;
- 2.4 Advise on the criteria and skills to be sought in the recruitment and employment of the BMC CEO.

##### 3. Composition

- 3.1 Membership: The Committee shall comprise the Chair, the President, three Independent Directors and a member of National Council.
- 3.2 A person shall cease to be a member of the Committee at the end of his/her period of appointment (subject to reappointment); on ceasing to be a Director; through a resolution of the Board terminating his/her appointment, or; on written notice of resignation from the appointment to the CEO.
- 3.3 No Director shall participate in the work of the Committee in relation to any nomination relating to a position for which he or she is a prospective candidate.
- 3.4 The Committee will be chaired by the BMC Chair, except when dealing with matters relating specifically to the position of Chair, in which case it will be chaired by an Independent Director.

##### 4. Quorum

- 4.1 Quorum for meetings of the Committee shall be **three** full members (the majority of whom should be Independent Directors).
- 4.2 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 or exercisable by the Committee.

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### 5. Meetings

- 5.1 The Committee shall meet at least twice a year and otherwise as directed by the Board, or when otherwise summoned by the Committee chair at his or her discretion.
- 5.2 All or any of the members of the Committee may participate in meetings via conference call facilities. A person participating remotely shall be deemed to be present in person at the meeting and shall be entitled to vote and be counted in a quorum accordingly.
- 5.3 Decisions requiring to be made between meetings may be by email exchange provided a simple majority of the Committee supports the decision proposed.

### 6. Secretary

- 6.1 The Committee shall at each meeting appoint a Secretary to the meeting by vote, and the Company Secretary shall be made available for this purpose.
- 6.2 The Secretary or the Company Secretary will ensure the Committee receives information and papers in a timely manner to enable full and proper consideration of the issues and will main minutes of meetings of the Committee.

### 7. Notice of meetings

- 7.1 Meetings shall generally be summoned by the Committee Secretary at the request of the Committee Chair or the Board.
- 7.2 Unless otherwise agreed, notice of each meeting (confirming the venue, time, date, agenda and supporting papers), shall be sent to each Committee member and any other persons attending the meeting, no fewer than five working days before the date of the meeting, unless agreed otherwise by Committee Chair.

### 8. Minutes of meetings

- 8.1 The Secretary shall produce meeting minutes to include an attendance list, a note of all decisions made and a record of key deliberations.
- 8.2 The minutes will be agreed by the Chair and Secretary prior to circulation to all Committee members.

### 9. Duties

- 9.1 In fulfilling its functions the Committee shall:
- i. Evaluate the general capability and the balance of skills, knowledge, experience and diversity on the Board and make nominations intended to maintain and improve the composition of the Board in such terms.
  - ii. Taking account of such evaluation, prepare a description of the role of and requisite and preferred capabilities for a particular appointment.
  - iii. Identify candidates for appointments by advertising in appropriate internal media (Nominated Directors) and external media (Independent Directors) taking into account external independent advice as necessary.
  - iv. Assess candidates on merit and against objective criteria, taking care to ensure they will have sufficient time to devote to the position.
  - v. Ensure any material personal dealing between a Committee member and a candidate for nomination is duly disclosed and appropriately managed in accordance with conflict of interest management procedures.

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- 9.2 To complement the performance of its primary functions, the Committee shall regularly review and as it considers appropriate make recommendations to the Board in respect of the:
- i. Structure, size, composition, capability, diversity, balance and effectiveness of the Board.
  - ii. Composition, capability, balance and effectiveness of the Committee.
  - iii. Succession planning of the BMC (Board and CEO).
  - iv. Time required from Directors and the time committed by Directors.
  - v. Induction procedures and documentation and support for Board members.

### **10. Reporting responsibilities**

- 10.1 The Committee Chair will determine how any conflicts of interest should be addressed and shall report such matters to the Board (except in cases where the Chair is conflicted, where this will be undertaken by an Independent Director).
- 10.2 The Committee shall make nominations / recommendations to the Board in accordance with its duties and responsibilities, in relation to prospective appointments, or the processes and procedures relating to appointments.
- 10.3 The Committee Chair shall be prepared to report to each Board meeting and the BMC AGM on the proceedings of the Committee.
- 10.4 The Committee shall report on its work in the annual Governance Statement in the BMC Annual Report.

### **11. Other Matters**

The Committee shall:

- 11.1 Have sufficient resources to carry out its duties, including access to the Company Secretary for assistance, as required.
- 11.2 Review its terms of reference and performance annually to ensure it is operating at maximum effectiveness and recommend any necessary changes to the Board.
- 11.3 The Committee is authorised by the Board to obtain, in connection with its duties, and at the Company's expense, any outside legal or professional advice it considers necessary
- 11.4 In performing its functions, the Committee will at all times promote the objectives and best interests of the BMC.

**Submitted for agreement by National Council: 9 February 2019 and by the Board: 11 February 2019**

**Agreed by the Board 11 February 2019**

**Review date – yearly**