

# **Gorta-Self Help Africa Nominations Committee**

## **Terms of Reference**

### **1. Constitution**

The Board will establish a committee of the Board to be known as the Nominations Committee (the Committee). The Committee will act as the responsible committee for all members of the Gorta – Self Help Africa (GSHA) group of companies.

### **2. Purpose**

The Board of Gorta Self Help Africa (GSHA) has ultimate responsibility for the nominations process. This Committee is a formal sub-committee of the board, with delegated authority to consider the appropriate skills to have on all boards, reviews the current membership, identifies skills gaps, identifies potential candidates and makes recommendations to the board.

### **3. Membership of the Committee**

The Committee shall be appointed by the Board of GSHA. The Committee shall normally consist of three members, who must be members of the GSHA Board. A quorum shall be two members, including those participating by phone or electronic means, where necessary. The Chairperson of the Board may be a member of the Committee.

The chairperson of the Committee shall be appointed by the Board. If a situation arises that the Chairperson is incapacitated and cannot attend, the Committee members will choose one of their number to be chairperson of that meeting.

The membership of the committee will have a range of skills in governance and general management.

The organisation will seek to ensure gender balance on the Committee.

Any changes to the membership of the Committee are subject to the approval of the GSHA board.

Committee members will normally be appointed for a three year period, with potential for a second three year term where deemed appropriate. The Board will seek to ensure that there is an appropriate level of rotation of the committee membership over time.

### **4. Secretary**

The secretary of the Board of GSHA shall be the secretary of the Committee.

### **5. Attendance at meetings**

The CEO, relevant staff of GSHA, or other persons shall attend meetings at the invitation of the Committee.

### **6. Frequency of meetings**

Meetings will be held on a needs basis but not less than two times per year.

### **7. Notice of Meetings**

At the request of the Board or any member of the Committee, the Company Secretary will give notice and issue papers normally one week in advance. Shorter notice is allowed.

### **8. Corporate Governance Duties**

The Committee is accountable to the Board and must report to it.

Meetings will be conducted in line with standard organisational rules and the Constitution of GSHA.

## **9. Authority**

The Committee is authorised by the Board to:

- Discuss any activity within its terms of reference and to have full access to information and the resources which it needs to do so.
- Seek any information or documents that it requires from any employee of GSHA and all employees are directed to cooperate with any request made by the Committee.

## **10. Duties**

### Group Boards

- To review and recommend to the board of GSHA the ideal skill sets on all group boards
- To review and recommend the ideal size of all group boards, including quorums
- To be cognisant of conflict of interest and board independence when deciding on group board structure
- To review the current boards composition and identify skills gaps. To furnish the board the profile for new board members in specific skills areas.
- To identify directors due to retire and engage in succession planning
- To identify and approach possible candidates. Committee members, charity members and external candidates to be considered
- To engage in a recruitment process if and when necessary, up to and including engaging a recruitment agency
- To interview potential candidates
- To make recommendations to the board for their consideration

### Chairperson

- To identify the skill set necessary for a Chairperson
- To review current board members for a suitable successor
- To identify and approach possible candidates
- To engage in a recruitment process if and when necessary, up to and including engaging a recruitment agency
- To interview potential candidates
- To make recommendations to the board for their consideration

### Committees

The Chairperson of each board sub-committee to be involved in these duties

- To review and recommend the ideal skill set on all group committees
- To review and recommend the ideal size of all group committees, including quorums
- To review the skill sets of committee members to identify possible future directors
- To identify committee members due to retire and engage in succession planning
- To identify and approach possible candidates.

## **11. Reporting**

The secretary shall circulate the minutes of meetings of the Committee to all members of the Board at least one week in advance of a Board meeting.

A report from the chairperson of the Committee to the Board will be included as an agenda item for the GSHA Board Meeting following the Committee meeting. An annual report will also be presented to the Board from the chair of the Committee. The chairperson may delegate reporting responsibilities to another member of the Committee as appropriate or necessary.

## **12. Confidentiality**

Pursuant to their fiduciary duties of loyalty and care, Directors/Committee members are required to protect and hold confidential all non-public information obtained due to their directorship/committee membership position absent the express or implied permission of the Board of Directors to disclose such information. (See full confidentiality policy)

## **13. Renewal of Terms of Reference**

The Committee shall annually review its terms of reference and its own effectiveness, including specific feedback from the Board on its performance. The Committee will recommend any necessary changes to the Board.

## **14. Other Matters**

The Committee is obliged to raise with the Board any matter of concern it may have.

**Signed:** \_\_\_\_\_  
**Chairperson, GSHA Board**

**Signed:** \_\_\_\_\_  
**Chairperson, Nominations Committee**

**Dated:** \_\_\_\_\_

**Dated:** \_\_\_\_\_

## **APPENDIX – NOMINATIONS COMMITTEE PROCEDURES**

### **INTRODUCTION**

The scope of this document is to provide a framework and guidelines for the successful operation and conduct of the work of the GSHA Nominations Committee (the Committee). The procedures are informed by the Board approved Committee Terms of Reference. It is to be noted that these are only guidelines and do not constitute part of an Act or legally binding regulation.

### **VOTING AND DECISION MAKING**

For the most effective and successful operation of the Committee, arriving at decisions by consensus is the preferred approach. Otherwise, where a decision is required, majority will rule and members can have their dissent noted in the meeting minutes.

### **AGENDA**

For every meeting, members will receive a copy of the proposed agenda which will be compiled by the Secretary and approved by the Chairperson. A member of the Committee that wishes to have an item included on the agenda should forward same to the Secretary prior to the meeting. Urgent matters may be raised by any member with the permission of the Chairperson under Any Other Business.

### **MINUTES**

Draft minutes of the proceedings of a meeting of the Committee shall be drawn up by the Secretary and signed by the Chairperson, after acceptance and appropriate amendments, at the next meeting in which the minutes are presented.

### **COMMITTEE PAPERS**

A full set of meeting documentation will accompany the agenda and will be distributed a minimum of seven days before the meeting. Members can express their preference for electronic or hardcopy documentation.

### **DISCLOSURE OF INTEREST**

In the interests of good governance, it is required that members express any actual or perceived conflicts of interest with items coming under the agenda. They can then absent themselves from the relevant part of the meeting.

### **CONDUCT AND BEHAVIOUR AT MEETINGS**

General guidelines on meeting conduct include the following:

- All members wishing to contribute will be given reasonable opportunity to do so
- Time spent on issues should be proportionate to the importance and relevance of the issue
- Only matters that relate to the mandate, role and responsibility of the Committee will be discussed
- Professional conduct is expected at all times.
- All actions to be agreed through the Chair