

Nomination and Corporate Governance committee

Terms of Reference

1. Membership

- 1.1. Members of the Committee shall be appointed by the Board. The Committee shall be made up of at least three board members in addition to a number of executive team members.
- 1.2. The Chairperson of the committee is normally chaired by a board member and will be appointed by the Board.
- 1.3. The term of office of each member shall be for a maximum period of three years and may be renewed at the discretion of the Board for no more than 2 more terms.

2. Secretary

- 2.1. The Company Secretary or their nominee shall act as Secretary to the Committee.

3. Quorum

- 3.1. The quorum necessary for the transaction of business shall be two members. 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 in or exercisable by the Committee.
- 3.2. Attendance at a meeting may include attendance via teleconferencing facilities

4. Notice of Meetings

- 4.1. Meetings of the Committee shall be summoned by the Secretary of the Committee at the request of the Chairman of the Committee.
- 4.2. 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, no later than 3 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

5. Frequency of meetings

- 5.1. The Committee shall meet at least twice in each year and otherwise as required.

6. Minutes of meetings

- 6.1. The Secretary shall minute the proceedings and resolutions of all meetings of the Committee, including recording the names of those present and in attendance.
- 6.2. The Secretary shall endeavour to ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly.
- 6.3. Minutes of Committee meetings shall be circulated promptly to all members of the Committee and, once agreed, to all members of the Board

7. Duties

- 7.1. The Nominations to the Shannondoc Board of Directors primarily rests with the individual cells that make up the board it-self, however, to ensure balance and diversity of the board the committee shall;
 - 7.1.1. regularly review the structure, size and composition (including the skills, knowledge and experience) required of the Board compared to its current position and make recommendations to the Board with regard to any changes;
 - 7.1.2. Oversee the nomination process to ensure balance and appropriateness of any nomination;
 - 7.1.3. Evaluate the balance of skills, knowledge and experience on the Board and, in the light of this evaluation, prepare a description of the role and capabilities required for appointment to the board.
 - 7.1.4. Formulating plans for succession for the key roles of Chairman and Senior Executives.
- 7.2. Additionally, the committee should provide primary oversight of the Governance program on behalf of the board and in particular shall;
 - 7.2.1. keep under review corporate governance developments (including ethics-related matters) that might affect the Cooperative, with the aim of ensuring that the cooperatives governance policies and practices continue to be in line with best practice.
 - 7.2.2. Ensure the principals of the “Code of Practice for Government State Bodies” and any other corporate governance codes that apply are observed.
 - 7.2.3. Undertake a review of the Annual Compliance statement (ACS) and make recommendations to the board based on the review.
 - 7.2.4. review the disclosures and statements made in the report to Shannondoc members on corporate governance contained in the Annual Report.
 - 7.2.5. receive and consider reports on views expressed by Members and Representative bodies (HSE) and other interested parties in relation to corporate governance.
- 7.3. Provide an annual review the of results of the Board performance and evaluation of the process that relate to the composition of the Board and corporate governance generally;

8. Authority

- 8.1.1. The Committee is authorised by the Board to seek any information it requires from any employee of the Cooperative in order to perform its duties.
- 8.1.2. In connection with its duties the Committee is authorised by the Board to obtain, at the Company’s expense, any outside legal or other professional advice on any matters within its terms of reference.

9. Reporting Responsibilities

- 9.1.1. The Committee Chairman shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.
- 9.1.2. The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.
- 9.1.3. The Committee shall make a statement in the Company’s Annual Report about its activities,