



## Board Nomination Committee Terms of Reference

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## **Preamble**

The Nominations & Remuneration Committee (“the Committee”) is established by the board of directors. The purpose of the committee is to assist the board by:-

- Monitoring the size and composition of the Board;
- Recommending individuals for nominations as members of the board and its committees;
- Reviewing the board succession plans;
- Ensuring that the performance of members of the board is reviewed every 2 years;
- Reviewing executive appointments, succession and development plans;
- Reviewing and proposing the remuneration structures of executive and non-executive members of the board.

## **Authority**

- 1.1. The Committee is authorized to engage, at the Group's expense, outside legal or other professional advice or assistance on any matters within its Charter;
- 1.2. The Committee is authorized to seek any information it requires from any officer or employment of the Group and such officers or employees shall be instructed by the board of the Group employing them to respond to such enquiries;
- 1.3. No member of the Committee may participate in any decision with respect to his or her position.
- 1.4. The Committee may, in its discretion, delegate all or some of its responsibilities to a sub-committee; and
- 1.5. From time to time, perform an evaluation of the effectiveness of the Committee.

## **Committee Composition**

- 3.1. The Committee shall comprise of four non-executive directors two of whom must be independent, one of which must be the Chairman of the Company;
- 3.2. The Group Managing Director shall attend meetings by invitation.

## **Meetings**

- 1.6. The Committee will meet as often as necessary, but must meet at least twice every financial year;
- 1.7. The Chairman of the Committee must call a meeting of the Committee if so requested by any committee member, the Chief Executive Officer or the Group Company Secretary.
- 1.8. The Committee may invite other persons, such as internal specialists or external advisors, to attend if considered appropriate by the Chairman of the Committee.

1.9. The quorum necessary for a meeting of the Committee shall be a majority of members appointed.

## ■ Quorum

The quorum for Committee meetings shall be determined by the Committee, but must be at least three members.

## ■ Reporting

The Chairman of the Committee must report the findings and recommendations of the committee to the next board meeting after each meeting of the committee.

## ■ Duties and responsibilities

In addition to any other matters which may be delegated to the Committee by the Board (including special investigations), the Committee is responsible for the size and composition of the board and will ensure to:-

- Regularly reviewing the size and composition of the Board as per the provisions of the Company's Articles of Association and making recommendations to the Board with regard to any appropriate changes;
- Providing advice to the board with respect to the necessary and desirable competencies of the directors;
- Making recommendations to the Board for the appointment and removal of directors;
- In a timely manner, making recommendations to the Board whether or not directors, whose terms of office is expiring, should be proposed for re-election at the Group's next annual general meeting.

## ■ New Directors

The Committee will perform the following duties regarding new Directors:-

- Developing a policy and procedures for the selection and appointment of directors;
- Identifying individuals who may be qualified to become directors, having regard to such factors as the committee considers appropriate, including judgment, skill, diversity, experience with business and other organizations of a comparable size, the interplay of the candidate's experience with the experience of other board members, the extent to which the candidate would be a desirable addition to the board and any board committees, and the CMA guidelines on Corporate Governance and the Companies Act requirements;
- Ensuring that an effective orientation program for new directors is in place, and regularly reviewing its effectiveness;
- Ensuring that the directors receive ongoing development (education) on their duties, responsibilities and understanding of the business; and
- Ensuring that each new director receives a Letter of Appointment.

The above provisions will be applicable in managing Board Committees, Succession Planning, Performance Management and Non-Executive Directors' fees in the following ways:-

**1.10. Board Committees**

Identifying directors qualified to fill vacancies on Board committees and making recommendations to the Board accordingly, having regard to such factors as the committee considers appropriate, including the Charter/Terms of Reference of the particular Board committee, the director's experience, the interplay of the director's experience with the experience of other committee members, and the CMA guidelines on Corporate Governance and the Companies Act requirements.

**1.11. Succession Plans**

Reviewing Group Managing Director, CFO, Board and Executive Committee Succession and Development plans on a regular basis to maintain an appropriate balance of skills, experience and expertise on the Board and Executive Committee

**1.12. Performance**

- Considering and articulating the time needed to fulfill the roles of Chairman and that of a non-executive director;
- Establishing procedures for the Committee to oversee the evaluation of the performance of the board and each director, including an assessment of whether each director has devoted sufficient time to their duties; and
- Evaluating the performance of the Group Managing Director.

**1.13. Non-Executive Directors' Fees**

- Determining and recommending the level of Non-Executive directors' fees to shareholders for approval; and
- The Committee shall have no executive powers with regard to its findings and recommendations.

**Funding**

The Company shall provide for appropriate funding, as determined by the Committee, in its capacity as a Committee of the Board, for payment of:

9.1. Compensation of any advisers employed by the Committee and

9.2. Ordinary administrative expenses of the committee that are necessary or appropriate in carrying out its duties.

## Review

- 10.1 The Board and the Committee will, at least once in each year, review the performance and membership of the Committee to determine their adequacy for current circumstances.
- 10.2 The Committee will review this charter annually and may make recommendations to the Board in relation to the Committee's responsibilities, functions or administration.

Last reviewed : Date..... Signature.....

Amendments approved by BNC : Date..... Signature.....

**Adopted by the Board of Unga Group Plc**

**Signed:** \_\_\_\_\_

**Chairman**

**Date:** \_\_\_\_\_