

I. INTRODUCTION

The Nomination Committee oversees and monitors board and senior management performance, succession planning.

This Charter clearly articulate the committee's scope and responsibilities and provide it with resources and authority required to discharge these duties. The Charter should include details of the committee's composition, structure, membership requirements and processes and procedures approved by the board.

II. OBJECTIVES

The Nomination Committee reviews and evaluates all nominees to the Board. It pre-screens and shortlists all candidates nominated to become a member of the Board in accordance with the required minimum qualifications and disqualifications. The objectives of the Committee include:

1. Provide assurance that the board has effective composition, size and commitment to adequately discharge its responsibilities and duties.
2. Conduct searches for new board members and recommend preferred candidates to the board.
3. Assess the extent to which the necessary and desirable competencies are represented on the board.
4. Recommend required board competencies, number and profiles of the board members.
5. Ensure that board succession plans are in place to maintain the required competencies, number and profiles of the board members.
6. Review the nominations received from members who wish to be appointed to the board in accordance with preferred criteria and guidelines set.
7. Continually monitor board membership and structure to ensure that there is appropriate representation on the board from across the membership.
8. Develop a process for evaluating the performance of the board.

III. MEMBERSHIP

The Committee shall be consist of at least three (3) members whom shall be a regular Director.

The Board appoints the members of the Committee at the annual organizational meeting of the Board unless removed or replaced by, and in the sole discretion of, the Board.

Any vacancy in the Committee caused by the death, resignation, or disqualification of member, or by any other cause, may be filled by the Board. The member elected to fill the vacancy shall hold office for the remainder of the term, or until his successor shall have been duly elected and have qualified.

IV. MEETING

The Nomination Committee shall convene/meet as needed/required. The quorum shall be at least 2/3 or 67% of the attendance regular members of the committee. A majority vote of the present members shall be required to pass or deferred any resolution at the meeting, provided such vote shall always include the vote of the chairperson.

V. DUTIES AND RESPONSIBILITIES

The Nomination Committee performs the following duties and responsibilities:

1. It shall pre-screen and shortlist all candidates nominated to become a member of the board of directors in accordance with the following qualifications and disqualifications.
 2. In consultation with the executive or management committee/s, re-define the role, duties and responsibilities of the Chief Executive Officer by integrating the dynamic requirements of the business as a going concern and future expansionary prospects within the realm of good corporate governance at all times.
 3. The Nomination Committee shall consider the following guidelines in the determination of the number of directorships for the Board:
 - a. The nature of the business of the Corporations which he is a director;
 - b. Age of the director;
 - c. Number of directorships/active memberships and officerships in other corporations or organizations; and
 - d. Possible conflict of interest.
 4. The optimum number shall be related to the capacity of a director to perform his duties diligently in general.
 5. The Chief Executive Officer and other executive directors shall submit themselves to a low indicative limit on membership in other corporate Boards.
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The same low limit shall apply to independent, non-executive directors who serve as full-time executives in other corporations. In any case, the capacity of directors to serve with diligence shall not be compromised.

VI. PERFORMANCE REVIEW

An annual performance evaluation of the Nomination Committee, which evaluation shall match the performance of the Committee with the requirements of this charter. The performance evaluation shall also include assessment of the capability of this charter and shall recommend to the Board any revisions the Committee deems necessary or desirable, although the Board shall have the sole authority to amend this charter. The performance evaluation shall be conducted in such manner, as the Committee deems appropriate.

The Board shall review and assess the capability of this charter.
