



## **NOMINATION COMMITTEE ('the Committee') TERMS OF REFERENCE**

(Adopted by the Board of Directors of The BSS Group PLC ('the Group') on 21<sup>st</sup> June 2006)

### **1. Membership:**

- 1.1 The Nomination Committee shall comprise all the Non-Executive Directors of the Group, and the Chief Executive.
- 1.2 Only members of the Committee have the right to attend meetings of the Committee. Other individuals may be invited to attend for all or part of any meeting, as and when appropriate.
- 1.3 The Chairman of the Group shall be the Chairman of the Committee. The Chairman of the Group shall not chair the Committee when it is dealing with the matter of succession to the Chairmanship. The current Chairman is Mr Peter Warry.

### **2. Secretary**

- 2.1 The Secretary to the Committee shall be determined at each meeting of the Committee ('the Secretary').

### **3. Quorum**

- 3.1 The quorum necessary for the transaction of business shall be 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 in or exercisable by the Committee.

### **4. Frequency of Meetings**

- 4.1 The Committee shall meet at least annually, with additional meetings being arranged if required.

### **5. Minutes of the Meetings**

- 5.6 Once agreed, the minutes of the Committee or an extract therefrom, shall be presented to the next full board meeting of the Group for approval.

### **6. Annual General Meeting**

- 6.1 The Chairman of the Committee, or in his absence another member of the Committee, will attend the Annual General Meeting and if necessary, respond to any shareholder questions on the Committee's activities.

**7. Duties**

**7.1** The Committee shall:

- § Regularly review the structure, size and composition of the Board and make recommendations for any changes;
- § Discuss and give full consideration to succession planning at both Group level and the management level immediately below;
- § Identify and nominate for the approval of the Group, candidates to fill Group vacancies, both Executive and Non-Executive, as and when they arise;
- § Make recommendations for the continuance or otherwise of the services of a Director, both Executive and Non-Executive;
- § Recommend suitable candidates for the role of Senior Independent Director;
- § Recommend the re-election by shareholders of any Director under the 'retirement by rotation' provisions in the Company's Articles of Association.

**8. Authority**

- 8.1** The Committee is authorised to take advice as appropriate from external advisors at the Group's expense.