

MAURITIUS INSTITUTE OF DIRECTORS (the “Company” / “MloD”)

TERMS OF REFERENCE OF THE MEMBERSHIP AND NOMINATIONS COMMITTEE (the “Committee”)

1. PURPOSE

- 1.1 The Committee shall operate as a standing committee of the Board of Directors
- 1.2 The Committee shall assist the Board of Directors in fulfilling its oversight responsibilities for (i) the approval and management of membership in line with the constitution of the MloD, (ii) all new Board appointments, (iii) reviewing the balance and effectiveness of the Board, (iv) the appointment of the Chief Executive Officer (CEO) and (v) review of directors and staff performance and remuneration.
- 1.3 In the event that any activity of this Committee is unforeseen or not specified in this Terms of Reference, the extent of the powers and duties of this Committee shall be determined by the Chairperson of this Committee in consultation with the Chairperson of the Board of Directors

2. AUTHORITY

- 2.1 The Committee has authority to conduct or authorise investigations into any matters within its scope of responsibility.
- 2.2 Unless varied by these Terms of Reference, meetings and proceedings of the Committee will be governed by the Company’s Constitution.
- 2.3 These Terms of Reference may be amended as required, subject to the approval of the Board.
- 2.4 The Committee, in carrying out its tasks under these terms of reference, may obtain such outside or other independent professional advice as it considers necessary to carry out its duties.
- 2.5 The Board will ensure that the Committee will have access to professional advice both inside and outside the Company in order for it to perform its duties.
- 2.6 The Committee is empowered to:
 - 2.6.1 Approve members’ applications;
 - 2.6.2 Resolve any disagreements between members and the MloD;
 - 2.6.3 Recommend and review criteria for membership categories;
 - 2.6.4 Review and recommend changes to membership fees and subscriptions;
 - 2.6.5 Review and recommend changes to Membership Rules and Regulations and the Members Code of Conduct;
 - 2.6.6 Review and recommend changes to the nominations procedures; and
 - 2.6.7 Recommend new Board and senior executive appointments and remuneration.

3. COMPOSITION

- 3.1 The Committee shall be appointed annually by the incoming Board of Directors after their election at the Annual Members’ Meeting.
- 3.2 A Committee meeting shall be held either:
 - (i) by a number of Members who constitute a quorum, being assembled together at the place, date, and time, appointed for the Committee Meeting; or
 - (ii) by means of audio, or audio and visual, communication by which all Members participating and constituting a quorum, can simultaneously hear each other throughout the Committee Meeting
- 3.3 The Committee shall consist of not less than FOUR (4) MloD Directors appointed by the Board, one of whom shall be the CEO. Each Committee member will be both independent and financially aware.
- 3.4 As far as possible the Committee shall be composed of a majority of independent non-executive Directors.
- 3.5 The Board of the MloD shall nominate the Chairperson of the Committee at the first meeting after the Annual Members’ Meeting.

- 3.6 The Company Secretary of the MloD shall be the secretary of the Committee.
- 3.7 Persons who have served on this Committee until the conclusion of the Annual Members' Meeting shall be eligible for reappointment.
- 3.8 The Chairperson of the Committee will continue to serve until the next Chairperson is appointed.
- 3.9 Members of the Committee shall not be permitted to appoint alternates or proxies to act in their stead.

4. MEETINGS

- 4.1 In carrying out its functions, the Committee shall meet as often as is necessary, and at least once per annum.
- 4.2 The Chairperson of the Committee or any member of the Committee may call a meeting at any other time.
- 4.3 The quorum for meetings of the Committee shall be THREE (3) members present throughout the meeting who shall vote on matters for decision.
- 4.4 The Notice of each meeting of the Committee confirming the venue, time and date and enclosing an agenda items to be discussed shall be provided in advance to the members along with the appropriate briefing materials.
- 4.5 Minutes shall be kept of all proceedings of the Committee where it has met. In the event of circularised decisions taking place of the Committee Meetings, these must be approved at the next subsequent meeting of the Committee.
- 4.6 Minutes of all meetings shall be circulated to all the members of the Committee and may also, if the Chairperson of the Committee so decides, be circulated to other members of the Board.
- 4.7 Any Director may, provided that there is no conflict of interest and with the agreement of the Chairperson, obtain copies of the Committees' minutes.

5. RESPONSIBILITIES

The Committee will carry out the following responsibilities:

- 5.1 The Committee shall attend to all matters concerning membership of the MloD, as outlined in its constitution, and such related matters as may be referred to the committee by the Board within the limits and powers as specified herein.
- 5.2 In the event that any activity of the Committee is unforeseen or not specified in the constitution, for the extent of the powers and duties of the Committee shall be determined by the chairperson of the Committee in consultation with the chairperson of the Board.
- 5.3 The Committee shall from time to time review the criteria applicable to the various grades of membership of the MloD and, when considered appropriate, recommend changes, which will, if supported by the Board, only become effective after the adoption of a constitutional amendment.
- 5.4 The Committee shall, at least annually, review and recommend to the Board the fees payable by applicants for membership of the MloD annual subscriptions payable for each category of membership as well as a policy for pro- rating.
- 5.5 The Committee shall review all incoming applications for membership and determine the category to which applicants will be admitted subject to payment of the applicable fees.
- 5.6 The Committee shall, upon application by a member, determine whether or not to permit such a member to continue membership of the MloD as a retired member in accordance with the provisions contained in the constitution of the MloD.
- 5.7 The Committee shall consider nominations received for the election of Distinguished Fellows of the MloD and make an appropriate recommendation to the Board.
- 5.8 Should members of the MloD fall into arrears with any amounts due in respect of their membership, the committee shall recommend to the Board any suspension or termination of the membership of the defaulter.
- 5.9 All persons admitted to membership shall be entitled to receive a certificate evidencing such and this certificate shall be signed jointly by the chairperson of the Board and the CEO.

- 5.10 The Committee shall make recommendations to the Board on the appointment of new executive and non-executive directors, including making recommendations on the composition of the Board in general and the balance between executive and non-executive directors appointed to the Board.
- 5.11 Candidates for election to the Board shall comply with the nomination procedures, recommended by the Committee and detailed in the Rules and Regulations of the MloD as determined by the Board from time to time.
- 5.12 The Committee shall regularly review the Board structure, size and composition and make recommendations to the Board with regards to any adjustments that are deemed necessary.
- 5.13 The Committee shall be responsible for identifying and nominating candidates for the approval of the Board to fill Board vacancies as and when they arise, as well as put in place plans for succession, in particular for the Chairperson and the CEO.
- 5.14 The Committee shall recommend directors who are retiring by rotation, for re-election.
- 5.15 The Committee will have due regard to the principles of governance and code of best practice.
- 5.16 The Committee will liaise with the board in relation to the preparation of the committee's report to members, as required.
- 5.17 The chairperson (or in his/ her absence, an alternative member) of the Committee shall attend the Annual General Meeting and be prepared to answer questions concerning the appointment of executive and non-executive directors

6. REPORTING RESPONSIBILITIES

- 6.1 The Committee will regularly report to the Board of Directors about the Committee activities and issues that arise.
- 6.2 The Committee will report annually to the members, describing to the Committees' composition, responsibilities and how they were discharged, and any other information required.

7. OTHER RESPONSIBILITIES

- 7.1 Perform other activities related to this Terms of Reference as requested by the Board of Directors.
- 7.2 Review and assess the adequacy of the Committee Terms of Reference annually, requesting the Board's approval for proposed changes and ensure appropriate disclosure as may be required by law or regulation.
- 7.3 Confirm annually that all responsibilities outlined in this Terms of Reference have been carried out.
- 7.4 Evaluate the Committee's and individual members' performance at least annually.

This Terms of Reference were considered and adopted by the Board of Directors at their meeting held on 25 May 2011 and reviewed on 22 April 2015 and 09 May 2016.

Name:
 Chairperson of the Board of Directors

Name:
 Chief Executive Officer