ICGN Nomination Committee Terms of Reference

1. Committee purpose

The ICGN Nomination Committee (‘Committee’) is constituted by the ICGN Board of Governors (‘Board’) in accordance with the Articles 12 of the ICGN Articles of Association.

The Committee’s purpose is to solicit nominations to serve on the ICGN Board of Governors (Board) from the ICGN members, review them against established criteria, and recommend nominations, to the ICGN members for majority approval at the AGM. The ICGN Board receives the recommendations from the Nomination committee for comments ahead of members’ recommendation.

2. Composition and quorum

The committee is responsible for proposing members to serve on the ICGN Board with due regard to the relevant expertise and experience required and regional balance. The criteria against which the nomination is made takes into account the following with respect to the candidate:

- Attend the 6-8 board meetings held each year, with the aim of 100% attendance but at a minimum attendance at 75% of telephonic and 2/3 of in-person meetings, one of which should be the AGM1.
- Prepare for each meeting by reviewing the materials circulated by the Secretariat, contribute to the discussion and follow up as required (if unable to attend, send comments to chair in advance).
- Be prepared to act as board liaison on one of the operational or policy committees (including attending the town hall meeting for the committee that is held at the annual meeting).
- Support the Secretariat in generating new sponsorship and membership leads
- Take a leadership role in 1-2 special projects or assignments each year (e.g. conference organizing committee, membership recruitment drive, advocacy lead in your market).
- Participate in the board effectiveness assessment each year.

The candidates are considered against the above criteria and in light of all other nominations recommendations received.

The Committee consults on nominations early in the year and makes its recommendations to the Board. A deadline for receiving nominations is published, after which further nominations for the ICGN Board shall not be considered for the current year. On occasion, the deadline may be extended at the discretion of the Chairman in consultation and approval by committee members.

1 As for the in-person meetings, special consideration may be given to board members needing to travel long distances
Nominations of the candidates for the ICGN Board are kept in confidence until the AGM.

The Committee has one Chairman, Carol Hansell, Hansell LLP, Canada.

The Committee consists of a minimum of three members, unless more or fewer members are deemed necessary by the Charmian, in consultation to the Bard. There is no Board member known as the 'board liaison'.

The quorum for meetings is three members, in addition to any ex-officio member present.

The chairman of the Committee is responsible for proposing members to serve on the Committee with due regard to relevant expertise, regional balance and broad experience to ensure the committee addresses the perspective of the institutional investor community. Those invited to join the Committee are drawn from the ICGN membership and are expected to participate in a majority of calls, attend at least annually one face-to-face meeting and contribute to comment letters and roundtables, and through representation on relevant advisory committees.

Annually, the chairman polls committee members to determine their interest in continuing on the committee. New members are drawn from the annual committee interest membership survey. Potential committee members are vetted by the Committee, approved by the chairman with final approval of the ICGN Board.

The current members of the Committee are as follows:

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<thead>
<tr>
<th>Name</th>
<th>Institution</th>
<th>Country</th>
</tr>
</thead>
<tbody>
<tr>
<td>Carol Hansell</td>
<td>Hansell LLP</td>
<td>Canada</td>
</tr>
<tr>
<td>Carola Van Lamoen</td>
<td>Robeco Institutional Asset Management BV</td>
<td>Netherlands</td>
</tr>
<tr>
<td>Geof Stapledon</td>
<td>BHP Billiton</td>
<td>United Kingdom</td>
</tr>
<tr>
<td>Rick Bennett</td>
<td>ValueEdge Advisors LLC</td>
<td>United States</td>
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3. Sub-Committees

The Committee can establish a sub-committee if the chairman deems it appropriate for the purposes of any particular work programme. Board approval is required for the establishment of any sub-committee, unless the sub-committee is wholly drawn from the current committee membership.

4. Meetings and reports

The Committee meets by teleconference and email, at intervals throughout the year as determined by the Committee.

A report of the Committee’s activities is submitted for approval by the Board, for inclusion in the AGM papers, for presentation to the ICGN membership. If Board approval is not granted, the report may be presented to the AGM if the following two conditions are satisfied:

(a) Two-thirds of the committee requests that the report be brought to the floor. Such a vote should be taken after each committee member has been informed of the Board’s refusal to approve and the reasons thereof; and

(b) The Board’s refusal and the subsequent two-thirds vote of the committee members’ is noted on the Committee’s report for presentation to the AGM.
5. Conflicts of interest

Members of the Committee should disclose all (including potential) conflicts of interest, (such as exploitation of any property, information or opportunity), arising through business or other relationships to the Committee chairman and the ICGN Secretariat as soon as they become aware of the conflict or ought reasonably to have become aware of the conflict. Any disclosed conflicts of interest are reported to the Committee which decides whether the member is considered to be conflicted and in exceptional circumstance to the ICGN Board for it to determine whether or not any action is required to be taken.

In circumstances where a committee member has a business or other relationship relating to a matter to be discussed at a meeting s/he must:

- declare an interest before discussion begins on the matter;
- withdraw from that part of the meeting unless expressly invited to remain;
- not be counted in the quorum for that part of the meeting; and
- withdraw during the vote and have no vote on the matter.

6. Confidentiality

Committee deliberations are confidential and committee members should at all times, maintain the Committee’s confidentiality. It is the expectation of the Board, and an obligation of each member, that such confidentiality be maintained.

7. Contact

For more information about the ICGN Nomination Committee please contact Carol Hansell at chansell@hanselladvisory.com or Garvin Payne at garvin.payne@icgn.org.