

Nomination Committee

Introduction

The Nomination Committee will lead the process for Board appointments and make recommendations to the Board and will assist the Board of Directors in fulfilling its corporate governance responsibilities regarding all matters related to the appointment and termination of the Directors, their performance evaluation, training, etc.

The Nomination Committee is constituted as a Committee of the Board of Directors of GMS. Its members are appointed by the Chairperson of the Board and subsequently are endorsed by the Board of Directors.

The Nomination Committee's terms of reference may be amended at any time by the Board of Directors. The Nomination Committee may from time to time investigate, discuss or review matters outside its terms of reference if so required by the Board.

Composition of the Committee

The Nomination Committee shall be comprised of three members, with at least a majority of Independent Non-Executive Directors.

The Board shall appoint the Committee Chairperson, who can either be the Chairperson of the Board, or an Independent Non-Executive Director. In the absence of the Committee Chairperson and/or an appointed deputy, the remaining members present shall appoint one of themselves to chair the meeting from those who would qualify under these terms of reference to be appointed to that position by the Board. The Chairperson should not chair the Nomination Committee when the Committee is dealing with the appointment of his or her successor.

Roles and Responsibilities of the Nomination Committee

The Nomination Committee should meet as requested by the Chairperson of the Committee or at least twice a year. Meetings shall be called by the secretary of the Committee at the request of the Committee Chairperson. Notice shall be in writing given to each Committee member at least five working days in advance of the proposed date of the meeting. The quorum for meetings shall be two thirds of the Committee members. The Committee is to report on its meetings to the Board of Directors. Only members of the Committee have the right to attend Committee meetings but other individuals (e.g. the Chief Executive, head of human resources and external advisers) may be invited to attend for all or part of any meeting, as appropriate. The Committee Chairperson should attend the AGM to answer any questions raised by the Shareholders with respect to Nomination Committee matters.

The CEO can attend the Committee meetings as requested by the Chairperson; however he or she cannot be a member.

The Nomination Committee responsibilities are as follows, but not limited to:

1. Assisting the Board in fulfilling its corporate governance responsibilities within its terms of reference.
2. Identifying and nominating candidates for the approval of the Board to fill Board vacancies as and when they arise. Before making an appointment, the Committee members should evaluate the balance of skills, knowledge, experience and diversity on the Board of Directors and, in light of this evaluation, prepare a description of the role and capabilities required for a particular appointment including an assessment of the time commitment expected, recognising the need for availability in the event of crises, etc. When selecting the candidates the Nomination Committee should consider candidates from a wide range of backgrounds. Any proposed appointee should be required to disclose any other business interests that may result in a conflict of interest and report any future business interests that could result in a conflict of interest.
3. Establishing, monitoring and reviewing the Directors' induction programme and orientation programme and on-going training, including agreeing with each Director their particular development needs. The Committee through the Chairperson should ensure that each new Director undertakes the orientation programme. The programme should enable Directors to have an understanding of:
 - (a) GMS's business and operations;
 - (b) GMS's financial, strategic, operational and risk management positions;
 - (c) Directors' rights, duties and responsibilities; and
 - (d) The role of the Committees.
4. Reviewing and recommending to the Board, the Board's succession plan for Directors and other senior executives, taking into account the challenges and opportunities faced by the Company and the skills and expertise needed on the Board of Directors in the future.
5. Reviewing and recommending to the Board, with respect to members of the Company's Executive Management, a succession plan for the Chairperson and the CEO and preparing a job specification for the Chairperson including the time commitment expected. A proposed Chairperson's other significant commitments should be disclosed to the Board before his or her appointment and any significant changes thereto reported to the Board as and when they arise.
6. Undertaking annual reviews in light of the current make-up of the Board of Directors. This assessment includes, but is not limited to, consideration of roles and contributions valuable to the business community, personal qualities of leadership, character, judgment, expertise (including international experience and industry background), independence, integrity, trust, competence, respect, diversity and factors relevant to succession-planning, as well as skills relating to business, operations, manufacturing, finance, marketing, technology, government and public policy. The review should also assess the time devoted by the Non-Executive Directors to meet their obligations.

7. The Chairperson of the Committee shall attend the AGM and shall answer questions, through the Chairperson of the Board of Directors, about the Committee's activities and responsibilities.
8. The Committee is authorised by the Board of Directors to obtain external legal, or other professional advice and to secure the attendance of anyone it considers has relevant experience, expertise or knowledge.
9. The Committee has the authority to seek any information it requires from any GMS employee and all employees must comply with such requests.
10. Other matters referred to the Committee by the Board of Directors are:
 - (a) regularly reviewing the structure, size and composition (including the skills, knowledge and experience) of the Board of Directors and making recommendations to the Board of Directors regarding any changes;
 - (b) keeping under review the leadership needs of the organisation with a view to ensuring the continued ability of the organisation to compete effectively in the marketplace;
 - (c) making a statement in the annual report about the Board's activities; an explanation of the Board's policy on diversity, including gender, any measurable objectives which have been set for implementing the diversity policy, and the progress made on achieving those objectives; the process used for appointments and, if appropriate, explaining why external advice or open advertising has not been used; where an external search agency has been used, it shall be identified in the annual report and if it has any association with the Company this shall be noted;
 - (d) the membership of the Committee, number of Committee meetings and attendance over the course of the year;
 - (e) making available its terms of reference explaining clearly its role and the authority delegated to it by the Board of Directors;
 - (f) ensuring that, on appointment to the Board of Directors, Non-Executive Directors receive a formal letter of appointment setting out clearly what is expected of them in terms of time commitment, Committee service and involvement outside Board of Directors meetings. A Non-Executive Director's other significant commitments should be disclosed to the Board before appointment and any significant changes thereto reported to the Board as they arise;
 - (g) making available for inspection, the terms and conditions of the appointment of Non-Executive Directors; and
 - (h) suggesting the re-appointment of any Non-Executive Director at the conclusion of his or her specified term of office if confirmed by the Board.
11. The Committee should also make recommendations to the Board of Directors on:
 - (a) any matters, including conflict of interest, relating to the continuation in office of any Director at any time; and
 - (b) the appointment of any Executive Director to positions other than the Chairperson and CEO, the recommendation for which would be considered at a meeting of the Board of Directors.