

# Trinity Mirror plc

## Nomination Committee Terms of Reference

### Membership

The Committee shall consist of a chairman and at least three other members each of whom shall be appointed by the Board.

A majority of members of the Committee shall be independent non-executive directors, although it is expected that all non-executive directors will serve on the Committee.

The Chairman of the Board shall be appointed the Chairman of the Committee.

The Chief Executive shall be a member of the Committee.

The Company Secretary shall act as the Secretary of the Committee.

### Meetings

The Committee shall meet at least twice a year in each of January and October and at such other times as the Chairman of the Committee shall require.

A meeting of the Committee may be called by any member of the Committee or by the Secretary.

Notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed shall be forwarded to each member of the Committee not fewer than five working days prior to the date of the meeting.

The Quorum for meetings shall be two of whom at least one must be a non-executive director.

In the absence of the Chairman, the remaining members present shall elect one of their number to chair the meeting. The Chairman should not chair the Committee when it is dealing with the appointment of a successor to the Chairmanship of the Board.

### Duties

The Committee shall:

- review regularly the board structure, size and composition and make recommendations to the board with regard to any adjustments that are deemed necessary;
- in accordance with the formal selection process set out below, consider and make recommendations to the board of candidates, to fill board vacancies as and when they arise as well as put in place plans for succession, in particular, of the chairman and the chief executive;
- Review annually the time required from a non-executive director. Performance evaluation should be used to assess whether the non-executive director is spending enough time to fulfil their duties.
- make recommendations to the board for the continuation (or not) in service of each director;

### Selection Process

Having evaluated the balance of skills, knowledge and experience on the Board, the Committee will prepare a description of the role and capabilities required for a particular appointment.

The Committee will normally engage the services of external professional "headhunters" but may consider the use of public advertisement.

Any member of the Board may make nominations of suitable candidates and such nominations will be assessed by the headhunters.

In the case of the appointment of executive directors, names of internal candidates will be passed to the headhunters for assessment against external candidates.

The headhunters will produce a shortlist of candidates that they recommend for interview.

The candidates on the shortlist will be invited to an interview by the Committee.

The Committee will decide on the merits of each candidate. In the case of candidates for Chairman or non-executive director the Committee will take into consideration any other "significant commitments" that the candidate may have.

The Committee, via the Chairman of the Committee, will make a recommendation to the Board on the suitability of a selected candidate or candidates.

The Board will discuss the merits of any candidate put forward by the Committee and vote on an appointment.

Any appointment which relates to an executive director shall be decided by a majority of votes. The appointment of the Chairman or a non-executive director must be by unanimous agreement of the full Board.

A letter of appointment for the chairman, vice chairman and for non-executive directors will be issued by the Chairman of the Board setting out clearly what is expected of them in terms of time commitment, committee service and involvement outside board meetings;

Executive directors' service agreements will be approved by the Remuneration Committee

#### **Authority**

The Committee shall have the power to employ the services of such advisers as it deems necessary to fulfil its responsibilities.