



## **TERMS OF REFERENCE (TOR) FOR THE SEARCH AND GOVERNANCE COMMITTEE (SG)**

### **1. Introduction**

The authority for these TORs is contained in the:

- a. Instruments and Articles of Government (I&A), as approved by the IEG Corporation;
- b. The Articles of Association, as approved by the UCP Council; and
- c. Corporation Policies.

Amendment of these TORs remains with the IEG Corporation/UCP Council. The IEG Corporation/UCP Council have chosen to establish an SG Committee to:

- d. oversee, monitor the effectiveness and enhance governance integrity and Board organisation, procedures and performance;
- e. assess membership needs, in terms of skills, experience, and the potential to bring a diverse viewpoint and background to the Board;
- f. make recommendations for appointments including IEG Corporation/UCP Council members and co-opted members; and
- g. advise on appointments to subsidiary company Boards.

### **2. General Access to Meetings**

The nature of business conducted by the Committee is sensitive and confidential and visitors are not permitted.

### **3. Meetings**

#### **a. Frequency**

The Committee shall meet as required but normally not less than once each term unless the Chair in consultation with the GD agrees that there is insufficient business.

#### **b. Special Meetings**

The Governance Director (GD) when instructed only by the Chair, or in absentia, by the acting Chair, shall call special meetings of the Committee. At such meetings, the agenda shall normally be limited to consideration of single or related items. Standing items shall not be included in the agenda.

### **4. Chair, Membership and Quorum**

- a. Chair and Vice Chair. The Chair shall be the IEG Corporation Chair. The Vice-Chair shall be the UCP Council Chair.
- b. Membership. The Committee shall comprise:

- (i) the Chair of the IEG Corporation;
- (ii) the Vice-Chair of the IEG Corporation;
- (iii) the Chair of the UCP Council;
- (iii) the IEG Corporation Committee Chairs;
- (iv) the Chief Executive Officer (excepting when there is a personal interest)

In attendance:

- (v) the GD; and
- (vi) any other person to provide specialist advice or guidance from time to time.

c. Quorum

The Committee shall be quorate with 3 members, excluding the CEO.

5. **Agendas for Meetings**

The agenda shall be agreed between the CEO, the Committee Chair and the GD.

6. **Delegation of Authority**

The IEG Corporation/UCP Council has delegated the SG to (Recommendations of the Nolan Committee, are to be strictly applied):

a. Search:

- (i) determine the nomination and selection process for full and co-opted IEG Corporation/UCP Council members;
- (ii) advise on appointment and re-appointment of external members, the latter will include evaluation of contribution;
- (iii) advise on IEG Corporation committee membership;
- (iv) advise on appointment to subsidiary company Boards; and
- (v) review regularly:
  - corporate skills, knowledge and experience balance;
  - members' attendance including relevant Group events;
  - governance induction and developmental processes; and
  - maintenance of the Register of Members Interests.

b. Governance:

- (i) advise on governance generally, including any matters referred by the IEG Corporation/UCP Council;
  - (ii) test the effectiveness of governance procedures and compliance with the recommended codes of practice from national bodies;
  - (iii) advise on the annual governance self-assessment process, to include external facilitation typically on a three yearly basis, and monitor progress against any associated action plan(s);
  - (iv) consider which posts should be designated as SPH;
  - (v) advise and recommend process for, and oversee recruitment of, SPH in accordance with the I&A/AoA; and
  - (vi) periodically review the Committee's own performance and the ToRs to ensure it is operating adequately and effectively and make recommendations to the Board as necessary
- c. Produce an annual report for the IEG Corporation/UCP Council. The annual report must summarise the committee's activities relating to the year under review, including any significant issues arising up to the date of preparation of the report.

7. **Risk Management**

Relevant entries on the IEG Corporation/UCP Council Risk Register shall be considered at each Committee meeting.

**Approval Date: 3<sup>rd</sup> July 2025**