

Nominations Committee: Terms of Reference

1. Purpose

The purpose of the Nominations Committee is to assist the Company’s Board in the fulfilment of its duties in relation to:

- identifying and recommending individuals suitably qualified to become Board members;
- reviewing the Company’s succession planning with respect to Board members and senior management appointments;
- ensuring that directors retire in accordance with the articles;
- nominating an independent person with a legal background to serve on the Selection Panel;
- nominating individuals suitably qualified to represent the Company on the Council of the International Ski Federation (“FIS”) and its committees and other related external organisations; and
- maintaining public confidence in the leadership of the Company.

2. Delegated Authority

The Nominations Committee is a permanent standing advisory committee of the Board and shall have delegated authority to:

- investigate, or cause to be investigated, any activity within its terms of reference;
- seek any information from any employee in order to perform its duties; and
- seek any necessary external professional advice at the Company’s expense.

3 Duties

3.1 The duties of the Nominations Committee are to:

- annually evaluate the structure, size and composition (including skills, knowledge and experience) of the Board and make recommendations with regard to any adjustments that are necessary;
- in the light of the evaluation above, to prepare a description of the role and capabilities required for a particular appointment;
- identify and nominate, for the approval of the Board, candidates to fill Board vacancies as and when they arise. In identifying suitable candidates, the Committee shall consider candidates on merit and against objective criteria, taking care that candidates have sufficient time to devote to the particular appointment;
- undertake the necessary review of candidates to assess their appropriateness for a Board position, and be satisfied with the response, before recommending a candidate to the Board;
- put in place plans for the orderly succession of appointments to the Board and to senior management, taking into account the challenges and opportunities facing the Company and the skills and experience needed;
- keep under review the leadership needs of the Company, both executive and non-executive, with a view to the Company being able to deliver its aims;

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- ensure that on appointment non-executive directors receive a formal letter setting out what is needed of them in terms of time commitment;
- make recommendations to the Board concerning the reappointment, or not, of any non-executive director at the conclusion of his or her specified term in office;
- make recommendations to the Board for the continuation, or not, in service of an executive director or non-executive director;
- make recommendations to the Board on the membership of other standing Board committees, in consultation with the chairman of those committees;
- identify and nominate candidates with a legal background to serve on the Selection Panel, having undertaken and satisfied itself that the candidates meet the appropriateness necessary for a Board position;
- regularly review and make recommendations to the Board on all individuals representing the Company on the FIS Council and its committees and any other related external organisations;
- make recommendations to the Board of suitably qualified individuals to represent the Company on the Council of FIS and any of its committees; in both cases appointments should, ideally, be for terms of office totalling no more than 12 years. In making any recommendation the Committee should give preference to the Company's directors, employees and any volunteers with a strong understanding of the Company's objectives; and
- consider any other matters referred to the Committee by the Board.

4. Membership

4.1 Membership of the Committee shall be comprised of five members of the Company's Board selected by the Chair of the Board and representing a cross section of backgrounds. The majority of the Committee must be independent non-executive directors.

4.2 The Chief Executive Officer, Performance Director and other staff members shall be invited to attend meetings as appropriate.

4.3 Appointments to the Committee shall be made by the Board and shall be for a period of up to three years, which may be extended for further periods of up to three years provided the member still meets the criteria for membership of the Committee.

5. Quorum

The quorum necessary for the transaction of business shall be two members. Decisions of the Committee are taken by a simple majority vote without taking abstentions into account; in the event of a tie the chair of the meeting has the casting vote.

6. Frequency of meetings

6.1 The Committee shall meet at least once a year, or as required, to discharge its duties.

6.2 It may conduct its business by telephone or video conference if preferred. In such a case the meeting is deemed to be held at the Company's registered office.

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7. Notice of meetings

7.1 Meetings of the Committee shall be called by the Committee’s chair or at the request of the Chair of the Board.

7.2 Unless otherwise agreed, notice of each meeting confirming venue, time and date, together with an agenda of items to be discussed shall be forwarded to each member of the Committee and to any other person required to attend no later than 3 working days before the date of the meeting. Supporting papers shall be sent to Committee members and to other attendees, as appropriate, at the same time.

8. Minutes of meetings

8.1 The proceedings and resolutions of all Committee meetings, including the names of those present and in attendance will be minuted.

8.2 Draft minutes of Committee meetings shall be circulated promptly to all members of the Committee. Once approved, minutes should be circulated to all members of the Board unless it would be inappropriate to do so.

9. Reporting

9.1 The chair of the Committee shall report to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.

9.2 The Committee shall provide an annual report to the Board on its activities and future objectives.

9.3 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

10. Other Matters

The Committee shall arrange for periodic reviews of its own performance and, at least annually, review its terms of reference to ensure that it is fit for purpose and operating effectively and recommend to the Board any changes it considers necessary.

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