



**MICG**

MALAYSIAN INSTITUTE OF  
CORPORATE GOVERNANCE

Terms of Reference  
**Nominating  
Committee**





## **TERMS OF REFERENCE - NOMINATING COMMITTEE**

(Reviewed 2 November 2022)

### **1.0 PURPOSE**

The purpose of the Nominating Committee (NC) is to make recommendations to MICG's Board of Governors (BoG) regarding the composition of the BoG and MICG's committees and the formal assessment of each candidate prior to their appointment as a Governor or as a committee member, in accordance with the Institute's Constitution.

### **2.0 COMPOSITION AND SIZE**

The Chair of the NC shall not be either the Chairman or the Deputy Chairman of the Institute. The NC shall consist of a Committee Chairperson and no less than two additional members appointed by the BoG.

The NC is required to consult with the BoG in terms of its own composition throughout the nominating process and recommend candidates to fill any vacancies on the committee for approval by the BoG.

The Chief Executive Officer (CEO) will also be invited as a member of the NC.

### **3.0 QUORUM**

The NC meetings are chaired by the Committee Chairperson, who shall be determined by the BoG from amongst the members of the Committee. The quorum for all NC meetings (whether physical meeting or a meeting via audio or audio-visual conference) shall be two members of the NC, including the Committee Chairperson. If within half an hour from the appointed time of holding the meeting, a quorum is not present, the meeting shall be adjourned to such other day to be agreed by all NC members.

If the appointed Chairman of the meeting is not present, the members present choose the Chairman from amongst the members.

### **4.0 SECRETARY**

The Secretary of the NC, shall be the CEO of MICG or his/ her representative.

### **5.0 PRINCIPLES**

The NC must be both transparent in the conduct of its mandate, while maintaining privacy and propriety in order to achieve respectful and equitable environment. The NC may have engagements amongst its members and with appropriate external parties, always ensuring that confidentiality and discretion is maintained. The NC should

regularly (and at least annually) review and agree its objectives and methods with the BoG, including the criteria to be adopted during any nominations process, and report any significant issues that arise during that process.

In making recommendations on appointments, the NC is guided by the principle that the primary criterion for selection of nominees is the best person for the available position, taking into consideration factors such as leadership ability, experience, academic and professional qualifications, and other personal skills and attributes, together with any relevant issues of diversity in BoG or committee membership, the nature of MICG and industrial or geographic balance.

Each member of the NC has one vote. A simple majority of members present at a meeting, either in person or by simultaneous telecommunications link, is required for a decision, which includes recommendations for appointments to the BoG and committees and policies and processes related to the NC's responsibilities. In the case of an even number of votes, the chair has a casting vote.

## **6.0 TIMING OF MEETINGS**

The meeting shall be held at least once a year or as requested by the NC.

## **7.0 DUTIES AND AUTHORITY OF THE NC**

The NC may request and receive any and all relevant information, whether from organisations, individuals or otherwise, that it considers appropriate to the proper conduct of its duties and responsibilities.

The responsibilities of the NC are to recommend to the BoG:

- a) New candidates to be elected to the BoG;
- b) Whether, upon expiry of the Chairman's term of office, the Chairman should continue in office or another candidate should be proposed to become the Chairman;
- c) According to the circumstances prevailing at the time, whether the Deputy Chairman should continue in office or another candidate should be proposed to be elected to such office;
- d) Candidates to be proposed for the offices of Chairman, Deputy Chairman and CEO;
- e) In the case of retiring Governor(s) at a forthcoming AGM, whether the individual should offer him/ herself for re-election, together with an assessment of past performance against any relevant eligibility criteria previously established by the BoG;
- f) The composition of the committees, other than the BoG;
- g) The appointment of the chairs and deputy chairs to the committees, other than the BoG;
- h) Candidates for appointment to the NC for approval by the Board.

The NC may recommend the removal of the Chairman, Deputy Chairman, CEO, chair or member of the BoG or any committee for non-performance or other good cause as provided for in MICG's Constitution.

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