

TERMS OF REFERENCE FOR NOMINATION COMMITTEE

Constitution

The Nomination Committee of DIGIT (“the Committee”) was established by a resolution of the Board of Directors of DIGIT (“the Board”) in 2004. The Committee is accountable to the Board. These terms of reference, drafted in accordance with the Combined Code published in July 2003 and the AIC Code of Corporate Governance published in 2003, were approved by the Board and adopted by the Committee on 21 January 2004.

Responsibilities

The Committee shall:

1. Review regularly the Board structure, size, composition and age profile, as well as the balance of knowledge, experience and skill range.
2. Be responsible for identifying and nominating in a timely manner candidates for the approval of the Board to fill Board vacancies as and when they arise.
3. Monitor the performance of the Chairman. The Senior Independent Director shall appraise the Chairman annually and report back to a subcommittee of the Committee comprising all members except the Chairman.
4. Put in place plans for succession for the Chairman.
5. Ensure the provision of an induction programme for new directors and monitor the professional development and training needs of existing directors.
6. In respect of directors who are retiring by rotation or whose term of appointment is due to expire, make recommendations to the Board as to their suitability for re-election or re-appointment.
7. Assess and recommend which directors are independent or not independent for approval by the Board and for disclosure in the annual report and accounts.
8. Review annually the time required to perform the duties of a director and assess whether the directors are spending enough time to fulfil these duties.
9. Prepare a statement for the annual report about its activities.
10. Review annually the level of directors’ fees.

Membership

The Committee shall be drawn from the Board of DIGIT and shall include a minimum of three independent directors. The chairman of the Committee shall be appointed by the Board.

Meetings

The Committee shall meet at least once a year. A quorum shall be any two members including the chairman of the Committee or the chairman's nominated delegate.

Reporting

The minutes of each meeting of the Committee shall be circulated to all members of the Committee and made available to all Directors. Reports shall be made to the Board as appropriate.

General Powers

The Committee is empowered to employ the services of such advisers as it deems necessary to fulfil its responsibilities.