

Singapore Corporate Counsel Association (SCCA)

NOMINATIONS COMMITTEE

TERMS OF REFERENCE

1. Purpose

- 1.1. The Nominations Committee ("NC") is established to ensure fairness, transparency and impartiality in the nomination of candidates for election to the SCCA Board. The NC will assess and review candidates who are standing for the Board elections, based on agreed criteria aligned with the SCCA's vision and values.

2. Responsibilities

- 2.1. The NC shall:
- a) Review all nominations properly received for consideration in SCCA Board elections;
 - b) Oversee any clarifications, disputes, or appeals related to nominations;
 - c) Assess whether candidates fulfill the Eligibility Criteria;
 - d) Recommend best practices for future improvements to the nominations process.

3. Composition

- 3.1. The proposed NC shall at least three (3) members, comprising at least two past Presidents who had retired at least one year prior to current elections and one member of the Board, and who must be approved by a majority of the Board and Patron of the SCCA.
- 3.2. Members of the NC shall be persons based in Singapore.
- 3.3. If any member of the NC encounters a potential or actual conflict of interest, he shall declare such interest to the other NC members. If there is an actual conflict of interest for a particular matter, the NC member shall recuse himself/herself from the deliberations of the nominations and abstain from voting on that particular matter.

4. Tenure

- 4.1. The incumbent Board shall approve the composition of the NC at a Board meeting prior to the dissolution of the Board for elections.
- a) Upon receipt of all the nominations for the Board, the NC shall be constituted and permitted no more than 2 weeks to evaluate all nominations. Following such evaluation, the NC shall then be dissolved, and elections shall be called by way of an AGM/EGM, as the case may be.
- 4.2. For the establishment of future NCs, the Board shall follow the same procedure as listed in Para 4.1.

5. Powers and Authority

- 5.1. The NC is empowered to:
- a) Request additional information, documents or clarification from candidates or other parties, including any meeting with any potential candidate;
 - b) Disqualify nominations that do not meet eligibility or ethical standards;
 - c) Recommend adjustments to the future election process, subject to the new Board's approval.
- 5.2. Final decisions on whether a candidate fulfills the Eligibility Criteria shall rest with the NC to determine in its sole discretion.

- 5.3. The NC shall be entitled to resources including adequate administrative support and the ability to engage external professional consultants and advisors where necessary, to discharge its responsibilities effectively.

6. Application of Eligibility criteria

- 6.1. The SCCA Executive Director (ED) or Chief of Staff shall act as the co-secretaries of the NC and oversee the process of nomination and elections.
- 6.2. The NC shall assess candidates against the following criteria below. Should there be any uncertainty over a candidate's eligibility criteria, the NC shall take a vote to decide and a simple majority from the NC will suffice.

Eligibility Criteria	• Must be a current SCCA Ordinary Member and is an in-house legal counsel role. A copy of his employers' confirmation of his/her role. • Nominee must (i) have been a SCCA Member for a period of, at least two (2) years and have contributed to SCCA for a period of at least one (1) year to SCCA; OR (ii) be a present SCCA Member who has contributed to SCCA for a period of at least two (2) years. <i>Contributions include but are not limited to contributing to SCCA's initiatives, working groups or chapters.</i> • Must be resident in Singapore and not be disqualified under SCCA Constitution and By-laws or any applicable Singapore law to be a board director of a company or SCCA. • Must demonstrate alignment with SCCA's mission and values and does not have conflict of interest that makes it difficult for the nominee to act in SCCA's best interest. • Must have commitment to uphold collective governance and professional integrity
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7. Confidentiality

- 7.1. Except as required by laws of Singapore, under this TOR or by law, to administer the nomination process or elections, NC shall not disclose information that he has received from the SCCA nomination or election process, including nominee information, NC internal discussions and decisions.

8. Reporting

- 8.1. The NC shall submit a report of the final slate of approved candidates to SCCA Management team for publication. Any concerns or issues arising during nominations will be documented and submitted to the Board for records and future governance review.