



# THE NOMINATING COMMITTEE CHARTER

Approved by the Board of Directors on 8 August 2014

## **1. Purpose**

- 1.1. The Nominating Committee (“Committee”) shall assist the Board of Directors (“Board”) of AIG Philippines Insurance, Inc. (“Company”) in fulfilling its duties and responsibilities by:
  - (a) Ensuring the establishment of procedures for the selection and recommendation of candidates suitable for appointment to the Board as well as to other positions requiring appointment by the Board such as the President , Compliance Officer and Risk Officer.
  - (b) Ensuring that the Board is comprised of individuals who are best able to discharge the responsibilities of a Director.

## **2. Composition and Term of Office**

- 2.1. The Committee shall consist of at least three (3) members of the Board, majority of whom shall be independent directors. The Chairman shall be an independent director.
- 2.2. The Chairman and members of the Committee shall be elected by the Board and shall serve until their successors are determined and qualified.
- 2.3. For the appointment of the Chairman, the Committee should prepare job specifications, including an assessment of the time commitment expected of him, recognizing the need for his availability in the event of crisis. The Chairman’s other significant commitments shall also be disclosed to the Board before his appointment and included in the annual report. Any change thereof shall be reported to the Board and included in the next annual report.
- 2.4. All members are eligible for re-election.
- 2.5. The terms and conditions of appointment of non-executive directors shall be made available for inspection. The letter of appointment shall specify the expected time commitment. They shall undertake sufficient time to meet and do what is expected of them. Their other significant commitments shall be disclosed to the Board before appointments, indicating the timelines and in any case, the Board shall be informed of subsequent changes.

- 2.6. The Committee shall consider the following guidelines in the determination of the number of directorship for the Board:
- (a) The nature of the business of the corporation, where he is a director;
  - (b) Age of the director;
  - (c) Number of directorship/active memberships and officerships in other corporations or organizations; and
  - (d) Possible conflicts of interest.

### **3. Responsibilities**

The main responsibility of the Committee is to assist the Board to ensure it is comprised of Directors and other officers/positions requiring appointment by the Board with the appropriate mix of skills, experience and expertise to discharge its mandate effectively. In this regard, the Committee shall:

- 3.1. Annually evaluate and report to the Board on the performance and effectiveness of the Board;
- 3.2. Conduct an annual assessment of the range of skills, experience and expertise required to become a member of the Board;
- 3.3. Recommend to the Board how the skill set of existing Directors can be enhanced;
- 3.4. Make recommendations to the Board relating to the appointment and retirement of Directors;
- 3.5. Periodically review the size and composition of the Board to ensure that it is structured to make appropriate prompt decisions;
- 3.6. Assess the effectiveness of the various committees established by the Board;
- 3.7. Establish and review Board succession plans in order to ensure smooth transition.

**4. Meetings**

- 4.1. The Committee shall meet at least twice during the year or as often as at it may consider necessary.
- 4.2. The Committee, through the Corporate Secretary or her authorized representative, shall keep minutes of its proceedings.
- 4.3. The presence of at least two (2) Committee members shall constitute a quorum.
- 4.4. Directors who are not members may not join the meeting unless invited by the Chairman.
- 4.5. The minutes shall be signed by the Chairman of the Committee and the Corporate Secretary and shall be made available prior to the next meeting and approved therein.
- 4.6. The Chairman shall ensure that proceedings and resolutions of the Committee are communicated to the Board.

**5. Review**

This Charter shall be reviewed and if necessary, updated annually by the Committee. Any proposed changes to this Charter shall be submitted to the Board for approval.

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