



# NOMINATION COMMITTEE CHARTER

## I. STATEMENT OF POLICY

It shall be International Container Terminal Services, Inc. (ICTSI)'s policy to maintain a Nominations Committee, which shall review and evaluate the qualifications of all persons nominated to ICTSI's Board of Director ("Board") and other appointments that require Board approval, and to assess the effectiveness of the Board's processes and procedures in the election or replacement of directors.

## II. AUTHORITY

The Nominations Committee has the authority to:

- Fund any expenses of the committee, in its discretion, necessary for its operations and activities;
- Select, retain and, where appropriate, terminate its own advisors and consultants, as required, assist in the fulfillment of its responsibilities under this charter; such engagement does not require the approval of the Board;
- Retain and terminate (within its sole authority) any search firm to assist in identifying director candidates, including the sole authority to approve the fees payable to such search firm and any other terms of retention; and
- Seek any information and assistance it reasonably requires from any ICTSI employee.

## III. ORGANIZATION

There shall be a committee of the Board to be known as the Nominations Committee and this charter sets out the role, composition, authority, responsibilities and operation thereof.

### **Composition:**

The Nominations Committee shall consist of at least three (3) directors, one of whom shall be an independent director. ICTSI's Board shall review the composition of the committee from time to time and, based upon the recommendation of the Chairman of the Board, shall appoint the Chairperson and the members of this Committee annually.

### **Qualifications:**

- The members of the Nominations Committee shall have knowledge of and preferably, an experience as Nominations board member in another company.
- At least one member shall be an independent director.
- The Chairperson of the Nominations Committee may not necessarily be an independent director but must be a non-executive director.



# NOMINATION COMMITTEE CHARTER

- Each member of the Committee shall be free of any relationship that, in the judgment of the Board, would interfere with the exercise of his or her independent judgment.

## **Disqualification:**

The grounds for the permanent or temporary disqualification of a director, including any member of the Nominations Committee, are prescribed in Sections 2.4.4 and 2.4.5, respectively, of ICTSI's Manual on Corporate Governance.

## **IV. COMMITTEE PROCEDURES**

### **Meetings and Quorum**

The Nominations Committee shall meet as required by the Chairman, preferably in conjunction with Board meetings. The presence of the Chairman and another member of the committee shall constitute a quorum. The Nominations Committee may invite other directors who are not committee members, as it deems necessary.

### **Notice:**

A notice of each meeting of the Committee, confirming the venue, time and date, shall be prepared and sent to all members of the Nominations Committee, as well as members of management or others invited by the Committee, at least two (2) weeks prior to the scheduled meeting. The Committee may also meet via telephone conference call or any other means as permitted by law or ICTSI's by-laws.

Meeting agenda will be prepared and provided in advance to members, along with appropriate briefing materials.

### **Escalation:**

The Nominations Committee may escalate any matter that in the opinion of the Committee should be brought to the attention of the Board and any recommendation requiring Board approval and / or action.

### **Functional and Secretariat Support**

The Corporate Secretary or the Assistant Corporate Secretary shall support the Nominations Committee with its functions, specifically:

1. Provide all the secretariat support to the Committee; and
2. Attend all the Committee meetings and be primarily responsible for recording the minutes of the meetings.

### **Minutes and Records:**

Minutes of meetings will be prepared, reviewed and approved by the members of the Nominations Committee. Records of attendance will be included in the minutes.



# NOMINATION COMMITTEE CHARTER

The Corporate Secretary or Assistant Corporate Secretary shall keep all minutes of the meetings and make these available for inspection by any member of the Nominations Committee or the Board of Directors, when requested.

## V. RESPONSIBILITIES

The following functions shall be the Committee's regular responsibilities. These functions shall serve as a guide and the Committee may carry out additional functions and adopt additional policies and procedures, as may be appropriate, in light of changing business, legislative, regulatory, legal or other conditions.

### **Board Selection and Composition**

- Recommend the appropriate size and composition of the Board, the number of independent directors and the committee structure;
- Undertake the process of identifying the quality of the directors aligned with ICTSI's strategic direction;
- Assess that directors have the appropriate mix of competencies to enable the Board to discharge its responsibilities effectively;
- Develop board succession plans so that an appropriate balance of skills, experience, expertise and diversity is maintained;
- Oversee due diligence as to candidates for nomination or re-nomination as Board members;
- Recommend to the Board relating to the appointment, re-election and retirement of directors;
- Recommend candidates for new directors who have the appropriate range of skills, experience and expertise that will best complement the other members of the Board; and
- Recommend to the Board definitions of "independence" and "conflicts of interest" for Board members, as well as guidance on time commitments and other directorship.

### **Evaluation of Board Performance**

- Conduct an annual evaluation of the overall effectiveness of the Board. This evaluation (and resulting recommendations) shall address, but is not limited to, the Board's:
  - a. structure and composition;
  - b. independence, commitment and accountability;
  - c. involvement in setting the Company's strategy and monitoring its execution;
  - d. oversight of management and monitoring of management succession planning; and
  - e. focus on the most critical issues and risks.



# NOMINATION COMMITTEE CHARTER

## Committee Selection and Composition

- Recommend directors to serve on the committees of the Board, giving consideration to the criteria for service on each committee as set forth in the Charter for such committee and, where appropriate, make recommendations regarding the removal of any member of any committee;
- Recommend members of the Board to serve as the chairpersons of committees of the Board;
- Establish, monitor and recommend the purpose, structure and operations of the various committees of the Board, as well as the qualifications and criteria for membership on each such committee
- Recommend periodic rotation of directors among the committees, as may be necessary, and impose any term limitations of service on any Board committee; and
- As may be appropriate, recommend to the Board the creation of additional committees or the elimination of Board committees.

## **VI. REMUNERATIONS OF COMMITTEE MEMBERS AND ADVISERS**

Committee members may receive remuneration, as determined by the Board.

As the Nominations Committee has the authority to retain independent counsel, accountants, or other consultants to advice or to assist in the fulfillment of its responsibilities, the remunerations of such advisers shall be recommended by the Nominations Committee for approval by the Board.

## **VII. AMENDMENT**

The Nominations Committee shall review and assess the adequacy of this charter at least once every two (2) years, requesting board approval for proposed changes, and ensure appropriate disclosure, as may be required by law or regulation.

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