



IRISH CONTINENTAL GROUP

**2017**

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# **Annual Report and Financial Statements**



## REPORT OF THE NOMINATION COMMITTEE



Dear shareholder,

I am pleased to present the report of the Committee for the year ended 31 December 2017. This report sets out how the Committee fulfilled its duties under its Terms of Reference and the UK Corporate Governance Code.

The Committee plays an important role in ensuring that the Board has the appropriate balance of skills, knowledge and experience to ensure the Board operates effectively for the long term success of the Group.

### **Catherine Duffy**

Chair of the Nomination Committee

### Composition

The Nomination Committee membership is set out in the table below which also details attendance and tenure. All Directors bring significant professional expertise to their roles on this Committee as set out in their professional biographies on pages 54 to 55.

Member	A	B	Tenure
C. Duffy (Chair)*	1	1	5 years
B. O'Kelly*	1	1	1 year
J. Sheehan*	1	1	1 year
E. Rothwell	1	1	18 years

\*Independent director

Column A: the number of scheduled meetings held during the year where the Director was a member of the Committee.

Column B: the number of scheduled meetings attended during the year where the Director was a member of the Committee.

### Role and Responsibilities

The role, responsibilities and duties of the Nomination Committee are set out in written terms of reference which were last reviewed by the Board in December 2017. The terms of reference are available on the Group's website [www.icg.ie](http://www.icg.ie).

Its duties are to regularly evaluate the balance of skills, knowledge, experience and diversity of the Board and Committees and make recommendations to the Board with regards to any changes. It is also charged with searching out, identifying and proposing to the Board new appointments of executive or non-executive Directors. The committee also considers the re-appointment of any non-executive Director on the expiry of their term of office. In discharging its duties the Committee is cognisant of the requirement to allow for orderly succession and refreshment of the Board.

The Chairman provides an update to the Board on key matters discussed and minutes are circulated to the Board.

## REPORT OF THE NOMINATION COMMITTEE CONTINUED

### Work Performed

The Committee met once during the year.

The Committee considered the results of the evaluation of the Board. The Committee were satisfied that the Board was of adequate size and composition to suit the current scale of its operations and had an appropriate balance of skills, knowledge, experience and diversity to enable it to effectively discharge its duties. Notwithstanding, it was agreed that future potential candidates be researched to ensure orderly Board refreshment on an ongoing basis.

The Committee, reviewed and recommended to the Board the re-appointment of Mr. McGuckian as non-executive Director, subject to re-election by shareholders at the AGM, noting that he has served on the Board for in excess of nine years. This recommendation was proposed following a robust review of the knowledge, skills and experience that he contributes. The Committee assessed him to be both independent in character and judgement and to be of continued significant benefit to the Board. The Committee noted certain shareholders consider Mr. McGuckian not to have been independent under the Code at his date of appointment as Chairman of the Board in 2004 as he had served in excess of nine years as a non-executive Director at that date.

The Committee reviewed the performance of Catherine Duffy as a Director of the Company during her second three year term and recommended her re-appointment as a Director of the Company for a further three year term subject to annual re-election by shareholders at the AGM. In considering her re-appointment the Committee assessed that her role with A&L Goodbody, who provide legal services to the Group, did not compromise her independence as a Director of the company. In assessing the impact of her position in A&L Goodbody, the committee took into consideration the overall level of fees paid by ICG to A&L Goodbody are unlikely to be material to the overall partnership income.

The Committee also reconfirmed their previous assessment of the independence of the two other non-executive Directors, Brian O'Kelly and John Sheehan.

No Committee member voted on a matter concerning their position as a Director.

### Diversity

The Company values diversity of backgrounds and the benefits this can contribute to future success. In considering any appointment to the Board the Committee identifies the set of skills and experience required. Individuals are selected based on the required competencies of the role with due regard for the benefits of diversity, including gender. External search agencies are engaged to assist where appropriate.



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