

Council Appointments Committee

Terms of Reference

Adopted by HBRC resolution 12 November 2025

The role of the Council Appointments Committee

1. In accordance with the *Policy on Appointment and Remuneration of Directors*, the Council shall establish a CAC after each triennial local body election to recommend to Council the appointment of HBRC councillor, HBRC executive (if nominated) and independent Directors to HBRIC Ltd.
2. The CAC will remain appointed for the duration of the electoral term and preside over appointment decisions during that term as required.
3. The CAC will interview all councillors expressing an interest in appointment to the HBRIC Ltd Board, including existing HBRIC Ltd Council directors retiring and offering themselves for re-appointment, and any HBRC executives duly nominated by the HBRC Chief Executive.
4. In the process of selecting directors the CAC, having consulted the HBRIC Ltd Board for its advice, will first determine the required skills, knowledge and experience which is necessary for an effective Board. In general terms, the CAC will apply similar criteria to potential candidates to those used by HBRIC Ltd in its assessment of candidates for CCTOs, namely:
 - 4.1. Intellectual ability
 - 4.2. Commercial experience
 - 4.3. Understanding of governance issues
 - 4.4. Sound judgement
 - 4.5. High standard of personal integrity
 - 4.6. Commitment to the principles of good corporate citizenship
 - 4.7. Understanding of the wider interests of the publicly-accountable shareholder
 - 4.8. Governance experience.
5. As a general principle, CAC will seek to recommend a person who, while meeting all of the above criteria, has particular strengths in terms of the attribute “Understanding of the wider interests of the publicly-accountable shareholder”. However, where necessary the CAC will also take into account a candidate’s potential to quickly acquire the business and financial skills, including commercial experience, as well as his or her existing skills and experience.
6. The candidate’s skills must be relevant to the requirements of HBRIC Ltd in terms of its governance and provide, as far as possible, that there is a suitable cross-section of skills available at the board table capable of meeting the normal criteria of good governance.
7. The CAC must consider how any appointments promote diversity and inclusion, with open and transparent appointment processes.

Composition

8. The CAC will be comprised of **four** members who are not seeking appointment to the HBRIC Ltd Board. **Where possible** the CAC members will include the current Chair of HBRIC Ltd, two **current** councillors, and an independent Chair.
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