

88 Report of the Nomination Committee



Dear shareholder,

I am pleased to present the Report of the Nomination Committee (the Committee) for the year ended 31 December 2020

This report sets out how the Committee fulfilled its duties under its Terms of Reference and the UK Corporate Governance Code, the Irish Annex and relevant legislation.

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.

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 68 to 70.

Member	A	B	Tenure
C. Duffy (Chair)*	1	1	8 years
B. O'Kelly*	1	1	4 years
J. Sheehan*	1	1	4 years
E. Rothwell	1	1	11 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.

In addition to the scheduled meeting, there was significant engagement between Committee members throughout the period to progress the Committee's business.

Role and Responsibilities

The role, responsibilities and duties of the Nomination Committee are set out in written terms of reference and are reviewed annually. The Terms of Reference are available on the Group's website 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 regard 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.

Work Performed

The Committee considered the results of the evaluation of the Board. The Committee were satisfied that the Board continues to be of adequate size and composition to suit the current scale of its operations and has an appropriate balance of skills, knowledge, experience and diversity to enable it to effectively discharge its duties.

The Committee notes the Code's comments on non-executive Director tenure and the tenure profile of the existing non-executive Directors. As reported last year, the Committee continued researching future potential candidates to ensure orderly Board refreshment and diversity. In December 2020, the Committee recommended the appointment of Lesley Williams to the Board as a non-executive Director. Lesley joined the Board in January 2021 and brings to the Company a wide range of experience at board level across a number of sectors which will complement and strengthen the Board's skillset. No external search agency was engaged in relation to Lesley's appointment. The Committee continues its work to further progress Board refreshment.

The Committee reviewed and recommended to the Board the re-appointment of John B. McGuckian as non-executive Director, subject to re-election by shareholders at the AGM. John has served as Chairman of the Board since 2004 and as a non-executive Director since 1988. 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 that John's re-appointment is a departure from the provisions of the Code which states that the Chairman should not stay in position beyond nine years from the date of first appointment to the Board. The Code recognises in certain circumstances this period may be extended including to allow for succession planning and the development of a diverse Board. In recommending his re-appointment the Committee considered it beneficial to retain his considerable experience of the Group's business particularly as the Group meets the immediate challenges posed by the Covid-19 pandemic. It was recommended that John remain in position to deal with these challenges and provide stability during the period of Board refreshment.

The Committee reviewed Catherine Duffy's performance over the current three year term noting that Catherine will have served nine years as a non-executive Director in March 2021. The Committee considered Catherine's position as a senior partner with the Company's legal adviser A&L Goodbody until her retirement in December 2020 did not affect her independence. While serving greater than a nine year term represents a departure from the Code it was agreed that it was in the best interests of the Group that Catherine remain as a non-executive Director to facilitate the smooth refreshment of the Board.

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

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

The Committee reviewed the processes agreed in respect of workforce engagement described at page 74 and was satisfied that these arrangements remain appropriate to the Group's circumstances.

The Group values diversity and the benefits this can contribute to future success. The Board's Diversity Policy is set out on pages 78 to 79. 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. Notwithstanding the Committee notes the female composition of the Board and management reports is 29 per cent and 20 per cent respectively. In relation to future Board and senior manager appointments the Committee will actively seek out a greater pool of female candidates for consideration. The Committee has also requested the Executive Management Team to follow a similar process in relation to recruitment generally. External search agencies independent of the Group are engaged to assist where appropriate.

No recruitment for senior management positions requiring input of the Committee took place during the period.

Catherine Duffy

Chair of the Nomination Committee