

Board of Directors Governance and Nominations Committee Terms of Reference (Approved by the Board on 8 September 2021)

1. Definitions and Interpretation

In these Terms of reference, unless the context otherwise requires, words and expressions shall have the same meaning as ascribed in the Articles of Association. Without limiting the generality of the foregoing:

- a. "Association" means the International Water Association, a company registered in England and Wales;
- b. "Director" means a member of the Board of Directors of the Association; and
- c. References to one gender shall include the other gender.

2. Purpose and Authorities

The purpose of the Committee is to

- a. Advise the Board on corporate governance matters for the Association, including its subsidiaries, committees, and other Association entities.
- b. Assist the President or the Board to ensure that appropriate individuals are selected for various Association entities.
- c. Define and oversee the processes for choosing the nominees and winners of the different awards of the association

The Committee does not act for the President or for the Board and its powers are advisory only. The Committee reports to the Board and receives instructions from the President or by resolution of the Board. The Committee has all the rights and privileges conferred on individual Board members concerning access to Association information and staff. Requests for assistance in accomplishing Committee responsibilities, including staff assistance and access to professional services, shall be directed to the President or Executive Director, as appropriate.

3. Duties

- a. Periodically review the Constitution and By Laws to ensure they are compliant with applicable laws, meet best practice governance standards, and meet the practical requirements of the Association.
- b. Maintain an overview of Legislative changes and developments in governance practices and their potential application to the Association.
- c. Provide advice on any action that may be necessary or desirable as a result of the above requirements or changes.
- d. Provide advice and assistance to the Board on the formal corporate structure of Association group companies and the maintenance of effective and efficient operational interactions between these corporate entities.
- e. In furtherance of the duties, above, oversee or undertake documentary drafting or reviews, the undertaking of any studies or inquires or the obtaining of expert advice.

- f. Propose to the Board or the President (as required) appropriate individuals for appointment to the various Association entities. These entities shall include, but not be limited to, the Board, Subsidiary Boards and other Board Committees. These individuals must provide the required competencies and perspectives for the position and to properly represent the interests of the Association. The Committee will also ensure that the process used for each selection is transparent and inclusive, given their respective objectives and constraints.
- g. Define and oversee the processes for choosing the nominees and winners of the different awards of the association and propose to the board those winners for formal endorsement.
- h. Undertake any tasks or matters that may be referred to the Committee by the Board.

In undertaking its duties, the Committee shall have regard to the unique characteristics of the Association as an international not-for-profit organization and, in particular, the need to implement governance approaches and frameworks that accommodate Directors, members, and other key stakeholders: (1) for whom English may not be their mother tongue, (2) whose cultural and religious background and norms may require different forms of decision making or participation in Association governance, or (3) who may not have a detailed understanding of the legal and governance rules and structures of the United Kingdom or such other country of incorporation that may apply to Association subsidiaries.

4. Membership

The Committee shall be made up of an officer (typically one of the Vice Presidents), President-Elect (when this position is filled), and at least four other members, who may be independent non-executive directors or who may be drawn from Association Membership. The Board will endeavour to appoint at least one member that is nominated by or a representative of the Governing Assembly. At least one member of the Committee should have legal or governance qualifications. Committee members will be nominated by the President and approved by the Board. The term of service shall be two years, corresponding to the period of service for the current Board. Members can serve multiple terms. A member of the staff shall serve as the Committee Secretary. The President and Executive Director are ex-officio members.

5. Committee Governance

The Board will appoint one member of the Committee to act as Chair. Formal actions will generally occur during a duly constituted meeting, which requires that a quorum (a majority of Committee members) be present and that all Committee members have been notified that a meeting has been called and have been given due opportunity to participate. Only members of the Committee have the right to attend Committee meetings. However other individuals and external advisers may be invited to attend for all or part of any meeting as and when appropriate with a consultation voice in particular with the objective to increase the competence or the diversity of the Committee. Any member of the Board of Directors or Governing Assembly may attend the meeting with the agreement of the Chair. Meetings can be in person or by other electronic means. Actions discussed in a previous meeting but requiring additional

information may be subsequently confirmed by e-mail vote. Minutes of all Committee meetings will be recorded by the staff under the responsibility of the Chair. The Committee shall meet at least twice a year, but more frequent meetings are possible depending on Association needs. Committee performance relative to assigned duties should be assessed on an annual basis and a schedule of activities for the year established.