



# Nature (as) Director Nomination Policy Template

## 1. INTRODUCTION

- 1.1 The board of directors (the “Board”) of [•] (the “Company”) has resolved on [date] to adopt this nomination policy in relation to the Nature Director (this “Policy”), as defined in [the relevant constitutional or governance documents, e.g. articles of association of the Company (the “Articles”)].
- 1.2 This Policy may be amended from time to time by the Board in accordance with [the Articles].
- 1.3 Pursuant to Article [•] of the Articles, the Company shall appoint at least one Nature (as) Director (the “NaD”) on the Board who would direct the deliberations of the Board to [“Nature-related” and/or and “environmental impact”] issues in the decision making process of the Board for the purpose of achieving the objects of the Company.
- 1.4 “Nature related and/or Environmental impact” issues relate to conduct, intentional or negligent, that transgress planetary boundaries, affect internal and external stakeholders of the Company (including Company employees, Company contractors, future generations in society and nonhuman species within and around the global ecological habitat), effects to existing and future biodiversity, and regenerative methods to interact with the Earth.
- 1.5 This Policy sets out the eligibility of the candidates for the office of a Nature Director and Nature Director nominee evaluation process.

## 2. ELIGIBILITY

- 2.1 The Board shall be responsible for setting and overseeing the nomination and appointment of the Nature Director and ensure that such is in accordance with [diversity and inclusion policies of the Company (amongst other things)].
- 2.2 The Board considers the following minimum criteria to be [required / expected / for the consideration] of a Nature Director nominee:
  - (a) [relevant / professional / sector expertise and background];
  - (b) [Nature-related Knowledge, Insight, Experience, understanding and Wisdom (KIEUW expertise)];
  - (c) [commitment to achieving the objects of the Company];
  - (d) [commitment and track record of demonstrating Nature-conscious thought leadership and principles]
  - (e) [commitment to the highest standards of personal and professional integrity, ethical behaviour and ecological culture]
- 2.3 The Board shall consider all candidates with respect with the principles of equality, equity and fairness its assessment.



### 3. NOMINATION AND APPOINTMENT PROCESS

3.1 The [Nomination Committee] [shall / may]:

- (a) be responsible for identifying and nominating candidates when vacancy of the office of the Nature Director arises. Prior to the appointment of a director, the proposed appointee should be required to disclose any other business interests that may result in a conflict of interest and be required to report any future business interests that could result in a conflict;
- (b) before any appointment is made by the Board, evaluate the balance of skills, experience, independence, knowledge and diversity on the Board; in light of the company's Nature-positive purpose, vision and values
- (c) following this evaluation (section b above), prepare a description of the role and capabilities required for a particular appointment and assess the time commitment expected;
- (d) in identifying suitable candidates the Board [shall / may]:
  - (i) solicit advice and recommendations from [experts / advisors / consultants]; and/or
  - (ii) use open advertising or the services of external advisers to facilitate the search; and
  - (iii) consider candidates from a wide range of backgrounds; and
  - (iv) appraise candidates on merit and against objective criteria, with due regard for the benefits of diversity on the Board, and taking care that appointees have enough time available to devote to the position;
- (e) arrange for the Nature Director nominee to receive [a formal letter of appointment to the Board / employment contract], on their appointment, containing details of remuneration, expected time commitment, service expected of them, and their involvement outside Board meetings.

3.2 [Internal / External] advisors may be formally invited to attend Board meetings in relation to the nomination of the Nature (as) Director, as and when needed, provided that such an advisor brings relevant knowledge, skills and expertise, as is required in order to assist the Board in their consideration of the nomination of the Nature Director. Advisors may be from outside the Company, being neither affiliated persons nor employees of the Company.

### 4. REPORTING OBLIGATIONS

4.1 The Board shall produce a report to form part of, or be annexed to, the Company's annual report that shall

- (a) describe the actions taken by the Board to discharge the responsibilities, including the process it has used in relation to appointment of Nature (as) Director.
- (b) identify and give an explanation of a different selection process if neither an external search consultancy nor open advertising has been used in the appointment of the Nature Director.
- (c) identify any expert or advisor who was involved in the process and include a statement as to whether it has any other connection with the Company.
- (d) list the number of board meetings and attendance by each director in relation to the nomination process.