

TERMS OF REFERENCE FOR THE NOMINATING COMMITTEE

1. Before the conclusion of an Annual General Meeting, the President shall appoint a Nominating Committee to make recommendations to the following Annual General Meeting for appointments of members to the Board of Governors.
2. Such Nominating Committee shall be composed of 10 appointees; 5 from the current membership of the Board of Governors and 5 from outside the Board. In addition, the Chairman of the Board of Governors at the time of the appointment of the Nominating Committee shall be ex officio a member of the Committee and shall serve as its Chairman. In his absence, the Nominating Committee shall elect a Chairman from amongst its members.
3. Members of the Nominating Committee shall serve for a period of one year and shall themselves be ineligible for nomination to Board of Governors membership during that period. In the event of a vacancy in the membership of the Nominating Committee, the Board of Governors may appoint a successor to fill such vacancy for the unexpired term.
4. At a date subsequent to 1st January of the year following the appointment of the Nominating Committee, Members shall be asked to submit names of suitable candidates for consideration. When submitting such names, Members shall furnish background information on candidates similar to that required for nominees to Standing Committees.
5. These nominations and others which may be made by members of the Nominating Committee shall be reviewed by the Nominating Committee at a meeting convened by the Secretary, in consultation with the Chairman and the Director General. The Director General shall attend such meeting.
6. Seven members of the Committee shall constitute a quorum, and any action taken by the Nominating Committee shall require the affirmative votes of at least 7 members. Voting by proxy shall not be permitted.

7. In considering the nominations before it, the Nominating Committee shall pay due regard to the following general principles:

i) The individual's expected contribution to the functioning of the Board and his particular expertise, and his experience in the air transport industry.

ii) Allowing for differences of nomenclature in the various airlines, the individual shall hold any one of the following positions:

Chairman of the Board;
President of the Company;
Chief Executive; or
Managing Director

iii) The company's good standing and contribution to the maintenance of IATA in finance, in loan of manpower for committees, etc.

iv) The need for adequate geographical representation on the Board, the desirability for continuity and at the same time for some degree of rotation in the membership of the Board.

8. A list of names recommended by the Nominating Committee for members of the Board of Governors, shall be submitted to Members on the first day of the Annual General Meeting.

9. The Secretary of IATA shall act as Secretary of the Nominating Committee.