



NOMINATIONS COMMITTEE

Terms of Reference

Approved: May 2020

1. Nominations Committee – Terms of Reference

The Committee is accountable to the Board for ensuring that the Board and its Committees consist of Directors with the appropriate balance of skills, experience, background, and opinions, to fully discharge their duties in a highly effective manner.

1.1 Powers and Functions

This Committee operates in line with good governance principles in comparable organisations to the Society in their duties. The Committee:

- Will lead the process for Board appointments and make recommendations to the Board.
- Will lead the process for Board Succession and make recommendations to the Board.
- Will give full consideration to succession planning for Directors and other senior Executives in the course of its work and reports to the main Board, taking into account the challenges and opportunities facing the Society and what skills and expertise are therefore needed on the Board in the future.
- Regularly reviews the structure, size, and composition of the Board (including skills, knowledge, experience, and diversity) to ensure it keeps pace with the business and make recommendations to the Board with regard to any changes.
- Review annually the time required from non-executive directors. Performance evaluation should be used to assess whether the non-executive directors are spending enough time to fulfil their duties.
- Review the results of the board performance evaluation process that relate to the composition of the board and succession planning.
- Will consider and make recommendations to the Board regarding the appointment, reappointment, resignation, and removal of Directors to the Board or the Board of any subsidiary. Appointments will be made in accordance with best practice, legislation, relevant regulation and the Society's rules and policies.
- Keeps under review the leadership needs of the Society, both Executive and Non-Executive, with a view to ensuring the continued ability of the Society to compete effectively and fulfil its mission.
- Recommends candidates for election and re-election to the board, keeping a full record of candidates interviewed by the Committee.
- The Committee makes recommendations to the Board. It does not have the authority to enter into any contract, whether actual or implied, for the appointment or removal of Directors.
- The Nomination Committee will ensure that the UK Corporate Governance Code and FRC Guidance on Board Effectiveness are considered, having regard to the relevant guidance issued by the BSA.

1.2 Reports received

- Board Diversity
- Board Skills Matrix
- Candidate CVs

1.3 Composition

The Committee will be comprised of the following members:

- At least one Non-Executive Director

- The Board Chair (or Deputy Chair in the final year of the Board Chair's term of office)
- CEO (deputy: Finance Director)

Also, in attendance, as required, are the following attendees

- HR Manager / Company Secretary

The Nominations Committee Chair should always be a Non-Executive Director. The Chair of the Board shall not chair the Committee when it is dealing with the matter of succession to the Chair role, nor should they hold office for more than nine years except in exceptional circumstances.

Notice of Meetings

Unless otherwise agreed, notice of each meeting, confirming the venue, time, and date, together with an agenda of items to be discussed, shall be forwarded to each member of the Committee and any other person invited to attend, no later than five working days before the date of the meeting. Supporting papers shall be sent to Committee members and to other attendees, as appropriate, at the same time.

Attendance at meetings

Full attendance is required for the Committee to be quorate

Ratification

All matters shall be decided by a majority of votes. Every member present, including the Chairman shall have one vote. In the event of a tie, or if there is any fundamental disagreement between the two members, this must be referred to the Board.

The decisions of the Committee are recorded in its minutes. Minutes will be maintained and contain a full record of challenges. These are sent to the Board unless it would be inappropriate to do so. The Chair of the Committee should report on the deliberations and decisions of the Committee at the next full meeting of the Board.

Frequency of Meetings

The Committee will meet a minimum of twice per annum as required, and one meeting will deal specifically with review of the Board Skills Matrix. The Committee will carry out an annual review the Terms of Reference.

Reporting Responsibilities

The Committee shall make whatever recommendations to the Board it deems appropriate, on any area within its remit.

After each meeting, the Committee shall report to the Board regularly on its proceedings and on all matters within its duties and responsibilities. Minutes will be maintained and contain a full record of challenges. These are sent to the Board unless it would be inappropriate to do so.

The Committee shall produce a report of its activities to be included in the Society's Annual Report & Accounts.

May 2020