

# Nominations Committee Terms of Reference

## Document Control

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## 1. Purpose

The Nominations Committee (the Committee) is a Committee of the Board of Directors responsible for leading the process for Board and Board Committee appointments, re-appointments, removals, succession planning and Board effectiveness reviews. This ensures that the Board and its Board Committees have the right balance of skills, knowledge, experience, independence and diversity to enable them to discharge their duties and responsibilities effectively.

## 2. Membership

Members of the Committee are appointed by the Board and shall comprise three members all of whom shall be non-executive directors. The Chair of the Committee shall be appointed by the Board from amongst the Non-Executive Directors.

Only members of the Committee have the right to attend meetings. However, other individuals, such as the Chief Executive, other members of the Leadership Team (LT), the Compliance Officer and external advisors may be invited to attend for all or any part of any meeting, as and when appropriate and necessary.

In the absence of the Committee Chair the appointed deputy shall chair the meeting.

All new members of the Committee will be informed of the role of the Committee, their responsibilities and will be provided with the ongoing support and training required by role.

Role	Status
Chair of the Board Chair	Member
Senior Independent Director, Deputy Chair	Member
Non-Executive Director	Member
Chief Executive	Attendee
Head of People	Attendee
Society Secretary, Secretary	Attendee

## 3. Quorum

The quorum will be reviewed on an annual basis and is currently two members.

## 4. Authority

The Board has delegated to the Committee responsibility for leading the process for Board appointments, re-appointments and removals and making recommendations to the Board.

The Committee is authorised to recommend to the Board individuals considered suitable for Board membership. It is also authorised to consider the performance of the Board's Committees, and Board Committee appointments, and Board and LT succession generally.

The Terms of Reference of the Committee and any material amendments must be approved by the Board.

## 5. Responsibilities - Nominations

Responsibility	Details
<b>Board Evaluation</b>	<p>Review on a regular basis the structure, size and composition (including the balance of skills and knowledge, experience, independence and diversity) of the Board through internal and external assessments.</p> <p>Make recommendations to the Board on any changes, taking into account any legislative or regulatory requirements.</p>
<b>Appointments, re-appointments and removals</b>	<p>Prepare a description of the role, capabilities and time commitment required for Board member appointment.</p> <p>Recommend to the Board persons considered suitable for posts of Non-Executive Directors and Executive Directors.</p> <p>Prepare recommendations for reappointment and removal of the Board members.</p> <p>Oversee the recruitment of Non-Executive Directors and Executive Directors.</p> <p>See Succession Planning and Board Committee Chairmanships, membership and performance review for further information on the duration of appointments and annual reviews.</p>
<b>Succession Planning</b>	<p>Review annually the directors standing for election at the Society's next Annual General Meeting by taking into consideration the competencies, performance, continuing independence and objectivity of the directors and the requirement of the Society's Rules and:</p> <ul style="list-style-type: none"> <li>• all directors stand for election at the AGM following their initial appointment to the Board and thereafter for re-election annually;</li> <li>• Non-Executive Directors can serve up to a maximum of three three-year terms with any extension to this requiring agreement by the Board and the Non-Executive Director is then subject to annual re-election.</li> </ul> <p>Keep 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 in the market place.</p> <p>Review annually the Society's succession plans for the Leadership Team, with a view to ensuring the continued ability of the Society to compete effectively in the market place.</p>

	<p>Review at least annually, through a formal exercise, the skills and knowledge of the Executive and Non-Executive to ensure that the Society and its committees have the knowledge and experience required to oversee and develop the Society.</p>
<b>Diversity</b>	<p>Review and maintain the (i) Board Diversity &amp; Inclusion Policy covering all directors and (ii) the Society-wide Diversity &amp; Inclusion Policy covering all staff, and recommend them to the Board for approval.</p> <p>Monitor the requirements of both policies ensuring that progress against their requirements is reviewed, actioned and reported to the Board.</p>
<b>Senior Managers &amp; Certification Regime</b>	<p>Monitoring the Society's performance against its obligations under the Senior Managers Regime and reporting performance to the Board.</p> <p>Monitoring the Society's performance against its obligations under the Certification Regime and reporting performance to the Board.</p> <p>Reviewing the Society's SM&amp;CR and Handover Policies and recommending them to the Board for approval.</p>
<b>Job Specifications</b>	<p>Prepare a job specification for the appointment of a Chair, Vice Chair and a NED including an assessment of the time commitment expected, recognising the need for availability in the event of a crisis. Carry out an annual review of each job specification.</p> <p>A director's other significant commitments should be disclosed to the Board before appointment and included in the Annual Report and Accounts. Changes to such commitments should be reported to the Board as they arise, and their impact explained in the next Annual Report and Accounts</p>
<b>Board Committee Chairmanships, membership and performance review</b>	<p>Make recommendation for the appointment of the Chairs and members of the Board Committees. Recommendations will be made on the formal analysis of the skills and knowledge of the Committees and their members, the Society's succession plans and maintaining independent challenge through the Board.</p> <p>Evaluate the effectiveness of the Board and Board Committees, ensuring that decision making is not dominated by certain individuals. Recommend actions for addressing any findings and oversee the implementation of any resulting action plan. Ensure that Committee membership is refreshed, and that undue reliance is not placed on particular individuals when deciding the Chair and membership of Committees.</p>

Responsibility	Details
<b>Board Members performance review</b>	<p>Ensure there is a formal process in place for performance reviews of both Executive and Non-Executive Directors.</p> <p>Ensure the time required of the Non-Executive Directors is sufficient and that their performance against that standard is measured.</p>
<b>Induction and Training</b>	<p>Oversee the recruitment and induction of all new Non-Executive Directors.</p> <p>Oversee the ongoing training and professional development of the Society's Non-Executive Directors.</p>
<b>Disclosures in the Corporate Governance Report (Annual Report and Accounts)</b>	<p>Report in the annual statements how the principles of the Corporate Governance Code relating to the role and effectiveness of the Board have been applied.</p> <p>Identify in the corporate governance report each Non-Executive Director it considers to be independent in character and judgement and whether there are relationships or circumstances which are likely to affect, or could appear to affect, the director's judgement.</p>
<b>Maintain procedure for the appointment of new Directors to the Board</b>	<p>Maintain a formal, rigorous and transparent procedure for the appointment of new directors to the Board, disclosure of which should be made in the Annual Report and Accounts.</p>
<b>Other</b>	<p>Review the Committee's Terms of Reference prior to submission to the Board of Directors for approval. Carry out an annual effectiveness review of the Committee, noting its conclusions in a report submitted to the Board.</p>

## 6. Meeting Frequency

Meetings shall be held at least four times a year. Additional meetings may be convened following consultation with the Chair and provided that the quorate requirements are applied.

Meetings of the Committee are scheduled annually in advance by the Society Secretary, in conjunction with the Committee Chair.

## 7. Secretariat

The Society Secretary will act as secretary for the Committee and be responsible for maintaining the meeting minutes. The Secretary will ensure that all follow-up actions are appropriately assigned and monitored.

The Secretary will ensure that all items included within the Terms of Reference are covered as standard agenda items in Committee meetings. The Secretary in conjunction with the Chief Executive and the Chair will draw up an agenda which shall be circulated prior to each meeting to each member of the Committee and to any other attendees.

The Secretary will make a best endeavour to collate and circulate relevant reports to the Committee members and other attendees in sufficient time (circa 7 days prior to the meeting) for papers to be reviewed.

An effectiveness review of the Committee will be performed annually, including a review of meeting content, Terms of Reference and composition. Changes or improvements to the effectiveness of the Committee will be recommended to the Board for implementation.

## 8. Minutes & Reports

Committee decisions and discussions will be evidenced by minutes maintained by the Secretary and after approval by the Chair will be circulated to the Committee members and nominated attendees in sufficient time to allow completion of actions. The Secretary will endeavour to circulate the minutes within 14 days of the meeting. In addition, a summary report, including areas for action or improvement, will be presented by the Chair of the Committee or their deputy to the Board at its next meeting.

## 9. Other Matters

The Committee has access to sufficient resources, including the Society Secretary, to carry out its duties including authority from the Board to obtain, at the Society's expenses, legal or professional advice on any matters within its terms of reference.

The Committee gives due consideration to laws and regulations, Codes of Practice and any other Rules, as appropriate.

## 10. Document Version History

Date	Version	Author	Comments
03.11.2020	V1.0	Gavin Mullen, Interim Society Secretary	New Terms of Reference for standalone Nominations Committee based on previous format and content.
17.09.21	V2.0	Gavin Mullen, Society Secretary	Annual review and minor amendments.
16.09.22	V3.0	Gavin Mullen, Society Secretary	Annual review and minor amendments.