

# **TERMS OF REFERENCE – NOMINATION COMMITTEE**

## **1. Membership**

- 1.1 Members of the Committee shall be appointed by the Society's Board and shall be made up of least three members, the majority of whom should be independent non-executive directors.
- 1.2 Only members of the Committee have the right to attend Committee meetings. However, other individuals such as the Chief Executive, the head of Human Resources and external advisers may be invited to attend for all or part of any meeting, as and when appropriate.
- 1.3 Appointments to the Committee shall be for a period of up to three years, which may be extended for two further three-year periods provided that the majority of the Committee members remain independent.
- 1.4 The Board shall appoint the Committee Chairman who should be either the Chairman of the Board or an independent non-executive director. In the absence of the Committee Chairman and/or an appointed deputy, the remaining members present shall elect one of themselves to chair the meeting. The Chairman of the Board shall not chair the Committee when it is dealing with the matter of succession to the chairmanship.

## **2. Secretary**

- 2.1 The Company Secretary or his nominee shall act as the secretary of the Committee.

## **3. Quorum**

- 3.1 The quorum necessary for the transaction of business shall be two both of whom must be independent non-executive directors. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

## **4. Frequency of Meetings**

- 4.1 The Committee shall meet at least twice a year and at such other times as the Chairman of the Committee shall require. Meetings may be held in person, over the telephone or by technology enabled conference.

## **5. Notice of Meetings**

- 5.1 Meetings of the Committee shall be summoned by the secretary of the Committee at the request of the Chairman of the Committee.
- 5.2 Unless otherwise agreed, notice of each meeting confirming the venue, time and date shall be provided to each member of the Committee and any other person required to attend, no later than ten working days before the date of the meeting. Details of the agenda of items to be discussed, together with supporting papers, shall be forwarded to Committee members and to other attendees, as appropriate, no later than five working days before the date of the meeting.

## **6. Minutes of Meetings**

- 6.1 The secretary shall minute the proceedings and resolutions of all meetings of the Committee, including the names of those present and in attendance and for whom apologies for absence have been received.
- 6.2 The secretary shall ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly.
- 6.3 Minutes of Committee meetings shall be circulated promptly to all members of the Committee and, once agreed, to all members of the Board unless a conflict of interest exists.

## **7. Annual General Meeting**

- 7.1 The Chairman of the Committee shall attend the Annual General Meeting prepared to respond to any member questions on the Committee's activities.

## **8. Duties**

- 8.1 The Committee shall:
  - 8.1.1 regularly review the structure, size and composition (including the skills, knowledge and experience) required of the Board compared to its current position and make recommendations to the Board with regard to any changes;
  - 8.1.2 give full consideration to succession planning for directors and other senior executives in the course of its work, taking into account the challenges and opportunities facing the Society, and what skills and expertise are therefore needed on the Board in the future;
  - 8.1.3 be responsible for identifying and nominating for the approval of the Board, candidates to fill Board vacancies as and when they arise;
  - 8.1.4 before any appointment is made by the Board, evaluate the balance of skills, knowledge and experience on the Board and, in the light of this evaluation, prepare a description of the role and capabilities required for a particular appointment. In identifying suitable candidates the Committee shall:
    - 8.1.4.1 use open advertising or the services of external advisers to facilitate the search;
    - 8.1.4.2 consider candidates from a wide range of backgrounds; and
    - 8.1.4.3 consider candidates on merit and against objective criteria, taking care that appointees have enough time available to devote to the position;
  - 8.1.5 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 marketplace;
  - 8.1.6 keep up to date and fully informed about strategic issues and commercial changes affecting the Society and the market in which it operates;
  - 8.1.7 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;

- 8.1.8 ensure that on appointment to the Board, non-executive directors receive a formal letter of appointment setting out clearly what is expected of them in terms of time commitment, committee service and involvement outside Board meetings;
  - 8.1.9 recommend what other committees are required, both now in the short-term and for the longer-term;
  - 8.1.10 set up and implement as required a recruitment process for non-executive directors, executive directors and chairman; and
  - 8.1.11 make available to members the Committee's terms of reference, which should set out the Committee's role and delegated responsibilities and be reviewed and, where necessary, updated annually.
- 8.2 The Committee shall also make recommendations to the Board concerning:
- 8.2.1 formulating plans for succession for both executive and non-executive directors and in particular for the key roles of Chairman and Chief Executive (but see 8.2.7 below);
  - 8.2.2 suitable candidates for the role of Senior Independent Director;
  - 8.2.3 membership of the Audit and Risk, Governance and Regulatory, Remuneration and Investment Committees in consultation with the chairmen of those Committees;
  - 8.2.4 the re-appointment of any non-executive at the conclusion of their specified term of office having given due regard to their performance and ability to continue to contribute to the Board in the light of the knowledge, skills and experience required;
  - 8.2.5 the re-election by members of any director under the 'retirement by rotation' provisions in the Society's Rulebook having due regard to their performance and ability to continue to contribute to the Board in the light of the knowledge, skills and experience required;
  - 8.2.6 any matters relating to the continuation in office of any director at any time including the suspension or termination of service of an executive director as an employee of the Society subject to the provisions of the law and their service contract; and
  - 8.2.7 the appointment of any director to executive or other office other than to the positions of Chairman and Chief Executive, the recommendation for which would be considered at a meeting of the full Board.

## **9. Reporting Responsibilities**

- 9.1 The Committee Chairman shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.
- 9.2 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.
- 9.3 The Committee shall make a statement in the Annual Report about its activities, the process used to make appointments and explain if external advice or open advertising has not been used.

## **10. Other**

- 10.1 The Committee shall, at least once a year, review its own performance, constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

## **11. Authority**

The Committee is authorised:

- 11.1 to seek any information it requires from any employee of the Society in order to perform its duties; and
- 11.2 to obtain, at the Society's expense, outside legal or other professional advice on any matters within its terms of reference.