



Nominations Committee Terms of Reference

Policy Owner	Chair of the Nominations Committee
Policy Approver	Board
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1. Constitution

- 1.1 The Board has established a Committee of the Board known as the Nominations Committee.
- 1.2 The Nominations Committee makes recommendations for final approval to the Board in line with its responsibilities outlined below.
- 1.3 The Nominations Committee's Terms of Reference are approved by the Board.

2. Membership and Quorum

- 2.1 The Committee shall comprise of at least three Directors appointed by the Board. All the members of the Committee shall be independent Non-Executive Directors.
- 2.2 Appointments to the Committee shall be for a period of one year. Following the election of directors at the AGM, committee membership will be reviewed and members will be appointed/reappointed to the committee.
- 2.3 The Chair of the Committee shall be one of the NED members and shall be appointed by the Board.
- 2.4 In the absence of the Committee Chair, the remaining members shall elect one of their Non-Executive members to Chair the meeting.
- 2.5 The Chair of the Board may be a member of and also Chair of the Committee but must not Chair the Committee when it considers the appointment of a successor to the incumbent Chair.
- 2.6 The quorum necessary for the transaction of business shall be two (both of whom must be *independent* Non-Executive Directors).

3. Attendance at Meetings

- 3.1 The HR Director and other Executive Directors shall attend meetings if invited by the Committee.
- 3.2 The HR Director, or their nominee, shall act as Secretary to the Committee.
- 3.3 The Committee may require the attendance of any employee at part or the whole of any meeting.

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4. Frequency of Meetings

- 4.1 Meetings shall be held at least twice a year with additional meetings being arranged when required.
- 4.2 Additional meetings of the Committee shall be convened at the request of any of its members.

5. Notice of Meetings

- 5.1 The two meetings of the Committee noted in Section 4 shall be scheduled annually in advance.
- 5.2 A workplan and standing agenda shall be used to which items may be added by notifying the Committee Chair.
- 5.3 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, any other person required to attend and all other Non-Executive Directors, no later than three 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.

6. Minutes of Meetings

- 6.1 The Secretary shall minute the proceedings of all Committee meetings, recording the names of those in attendance, the substance of the discussions, agreed action points, action owners and dates for completion of those actions.
- 6.2 Draft minutes shall be forwarded to the Chair within 10 working days of the meeting taking place. When approved by the Chair of the meeting the minutes shall be forwarded to all members and attendees of the meeting before the next Nominations Committee meeting.
- 6.3 The minutes will then be subject to formal approval at the next Nominations Committee meeting. Following approval the minutes will be sent to the Board for noting at the Board meeting. If there is a need to record private minutes, due to the sensitive content, the Board would be notified by the Chair of the Committee however the content of these minutes would not be shared with the Board for noting.

7. Authority

The Committee is authorised by the Board to:

- 7.1 Investigate any activity within its Terms of Reference.
- 7.2 Seek any information that it requires from any employee of the Society and all employees are directed to co-operate with any request made by the Committee.
- 7.3 Obtain outside legal or independent professional advice and such advisors may be requested to attend meetings as necessary.

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- 7.4 Deal with any other matters referred to it specifically by the Board.
- 7.5 Items requiring approval shall be resolved by a majority of votes and, in the case of an equality of votes, the Chair of the meeting shall have a second or casting vote. Only members of a committee shall have voting and decision-making rights.
- 7.6 Where a committee member has a fundamental disagreement with other committee members, the minutes of the meeting should detail full discussions held to ensure they are a true reflection of the meeting.
- 7.7 Where a decision is required outside of the meeting by email circulation, a unanimous vote will be required.

8. Responsibilities

The Committee is a sub-committee of the Board and is authorised by the Board to carry out the following key responsibilities:

Board Composition and recruitment

- 8.1 Review the size, structure and mix of skills, knowledge, experience, behaviours and diversity of members of the Board and its Committees at least annually, in order to ensure that such mix remains relevant to the business of the Society at any given time and that a wide range of challenge and input to decision making is provided.
- 8.2 Put in place processes for the recruitment and selection of suitably qualified persons to act as Directors of the Society.
- 8.3 Meet at any time when it is necessary to recruit and select a new Director(s).
- 8.4 Identify any role other than that of Director for which the Committee deems it appropriate to assume responsibility for the recruitment and selection of a suitable candidate.
- 8.5 Before any appointment is made by the Board, prepare a description of the role and capabilities required for a particular appointment. In identifying suitable candidates the Committee shall:
 - 8.5.1 Consider the use of open advertising or the services of external advisers to facilitate the search alongside other methods such as LinkedIn/NED networks.
 - 8.5.2 Consider candidates from a wide range of backgrounds.
 - 8.5.3 Consider candidates on merit and against objective criteria and with due regard for the benefits of diversity on the Board, including gender and ethnicity, taking care that appointees have enough time available to devote to the position.

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- 8.6 Recommend to the Board those persons it considers fit to be appointed as Directors of the Society or to fill any other role for which the Committee has deemed it appropriate to assume responsibility for the recruitment and selection of a suitable candidate(s).
- 8.7 Ensure that, on appointment to the Board, a NED receives a formal letter of appointment clearly setting out the Society's expectations in terms of time commitment, Committee service and involvement in activities other than meetings of the Board and/or its Committees. Also, that a comprehensive induction programme is designed and implemented for each NED.
- 8.8 Recommend to the Board as to whether or not Directors should be nominated and supported for re-election each year, 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 and the need for progressive refreshing of the Board (particularly in relation to Directors serving beyond six years).
- 8.9 Review and act upon the results of the annual Board performance evaluation process that relate to the composition of the Board.
- 8.10 Review every three years the overall time commitment required from Non-Executive Directors. Individual Performance evaluation should be used to assess whether the Non-Executive Directors are spending enough time to fulfil their duties effectively.

Equality, Diversity and Inclusion

- 8.11 Review and approve the Society's policies on Equality, Diversity and Inclusion on at least an annual basis.
- 8.12 Oversee the development and implementation of the Society's strategy for the improvement of Equality, Diversity and Inclusion.

Succession Planning

- 8.13 Ensure robust succession plans are in place for Board and executive management roles, taking into account the challenges and opportunities facing the Society, and the skills and expertise needed on the Board in the future. Consideration should be given, in particular, to the key roles of Chair and Chief Executive Officer and suitable candidates for the role of Senior Independent Director and Committee Chairs. Succession plans should be reviewed at least annually.

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General

- 8.14 Observe the provisions of the UK Corporate Governance Code in so far as the Society has decided are appropriate.
- 8.15 Keep up to date and fully informed about strategic issues and commercial changes affecting the Society and the market in which it operates.
- 8.16 Obtain access to sufficient resources in order to carry out its duties, including access to the Head of Compliance & Secretariat for assistance as required.
- 8.17 Work and liaise as necessary with all other Board Committees as appropriate.
- 8.18 Review the Committee's Terms of Reference on an annual basis and make amendments as appropriate, subject to Board approval.
- 8.19 Make the Committee's Terms of Reference available on the Society's website in line with the Society's Corporate Governance responsibilities.
- 8.20 Make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed, and in particular on 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.

9. Reporting

- 9.1 The Committee Chair shall report verbally to the Board on its proceedings immediately after each meeting, with the meeting minutes being submitted to the Board, following approval at the Nominations Committee, for noting.
- 9.2 The Committee shall prepare a report on its activities to be included in the Society's Annual Report. The report should include the process followed for all appointments to the Board. Where an external search firm has been used, it shall be identified in the annual report and a statement made as to whether it has any connection with the Society.
- 9.3 The report referred to above should also include a statement of the Board's policy on Equality, Diversity and Inclusion, including gender and ethnicity, including any measurable objectives that it has set for implementing the policy, and progress on achieving the objectives.
- 9.4 The Chair of the Committee shall attend the Society's Annual General Meeting (AGM) and be available to answer questions through the Chair of the Board.

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10. Committee Evaluation

10.1 The Committee members shall conduct an annual review of the effectiveness of the Committee by 31 December each year and shall consider the results, agreeing actions as appropriate.

10.2 The results of the Evaluation will be documented and reported to the Board.