



Board Governance Manual - Appendix G4 (Section 4 & Section 8)

Terms of Reference of Board Sub Committees: Nominations Committee

April 2022

Document Control

The content and any amendments of this document are the responsibility of the Financial Controller and Secretary.

Terms of Reference should be reviewed annually together with the Committee's own effectiveness.

Version	Date	Changes made
1.0	June 2018	Full Review
2.0	October 2018	Manual divided into individual sections
3.0	November 2019	Full Review
4.0	May 2020	Full Review
5.0	November 2020	Updates
6.0	May 2021	Annual Review
7.0	April 2022	Annual Review

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Nominations Committee

Constitution

The Board has resolved to establish a Committee of the Board to be known as the Nominations Committee.

Objective

To make recommendations to the Board for the appointment of Directors and monitor the Succession Plan.

Membership and Attendance

The Committee shall be appointed by the Board from amongst the Non-Executive Directors and shall comprise not less than two members, including the Chair of the Society, who will usually act as Chair of the Committee. A quorum shall be two Non-Executive Directors. The Chief Executive will normally attend meetings and act as Secretary to the Committee. The Chair of the Committee shall be appointed by the Board. The Society Chair will not chair any meetings convened to appoint their own successor.

Frequency of Meetings

Meetings shall be held at least annually, or more frequently if required, and as soon as is reasonably practical whenever a vacancy is expected.

Authority

The Committee is authorised by the Board to handle any activity within its Terms of Reference. It is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Committee.

The Committee is authorised by the Board to obtain external legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.

The Secretary shall circulate the minutes of meetings of the Committee to all members of the Board, and the Committee will report to the Board.

Duties and Specific Responsibilities

The duties of the Committee shall be:

- a) To apply a broad set of qualities and competences when recruiting members to the Board and for that purpose put in place a policy promoting diversity on the Board;
- b) To identify and recommend for approval by the Board, candidates to fill Board vacancies, having evaluated the balance of knowledge, skills, geographical location, diversity and experience of the Board;
- c) To decide on a target for the representation of the under-represented gender in the Board and approve a policy on how to increase the number of the under-represented gender in the Board in order to meet that target;
- d) Consider the appropriateness of any targets for the representation of the under-represented characteristics of age, disability, ethnicity, education and social background in the Board and workforce and, if appropriate, approve a policy on how to increase the number of the under-represented characteristics in the Board and workforce in order to meet those targets;
- e) To periodically, and at least annually, assesses the structure, size, composition and performance of the Board and make recommendations to the Board with regard to any changes;
- f) To periodically, and at least annually, assesses the knowledge, skills and experience of individual members of the Board and of the Board collectively, and report this to the Board;
- g) In performing its duties, and to the extent possible, on an ongoing basis, take account of the need to ensure that the Board's decision making is not dominated by any one individual or small group of individuals in a manner that is detrimental to the interest of the Society as a whole.
- h) To approve a job and person specification for each vacant Directorship and for the Chair of the Board, having regard to the skills mix of the Board, location and professional sector requirements. The job specification will include an assessment of the time commitment needed for that role;
- i) To consider applications for Directorships;
- j) To authorise the use of an external recruitment agency and/or open advertising when necessary;
- k) To interview shortlisted candidates and to make recommendations for appointments to the Board;
- l) To monitor the Succession Plan on an ongoing basis and review it at least annually;
- m) To recommend changes to the Succession Plan;
- n) To provide a clear explanation in the Annual Report as to why any Non-Executive Director has served for longer than nine years;
- o) To consider and recommend to the Board the membership of each Board Committee based on operational requirements of the business;
- p) To consider and recommend to the Board the Society's Equality and Diversity Policy;

- q) To review the Committee's Terms of Reference annually;
- r) To periodically, and at least annually, carry out a Committee Self-Evaluation exercise.
- s) To consider the Skills Matrix annually, ensuring the skills identified meet the needs of current and future business strategy. Scoring will be within a range, eg: 0-5.

Timetable for Consideration of Business Issues

January:

1. Diversity and Equality Policy
2. Policy on gender diversity
3. Diversity Report
4. Board Performance

April:

1. Directors' Skills Matrix
2. Directors' Job and Person Specifications (for vacancies)
3. Succession Plan
4. Terms of Reference
5. Self-Evaluation Questionnaire

Policies for Consideration by the Nominations Committee:

1. Diversity and Equality Policy
2. Approve a Policy on how to increase the number of the under-represented gender in the Board in order to meet that target.

* The timetable is produced for guidance to ensure all matters are considered in a timely manner but meetings and items may move within the year, dependent on the full Board meeting timetable.