

## THE NOMINATION COMMITTEE TERMS OF REFERENCE

### **1 Membership**

- 1.1 There shall be a committee of the Board to be known as the nomination committee. Members of the committee shall be appointed by the Board and shall be made up of at least 3 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 Group Chief Executive and external advisers may be invited to attend for all or part of any meeting, as and when appropriate.
- 1.3 The Board shall appoint the committee chair who shall be either the Chair of the Board or an independent non-executive director. In the absence of the committee chair and/or an appointed deputy, the remaining members present shall elect one of their number to chair the meeting. The Chair of the Board shall not chair the committee when it is dealing with the matter of succession to that role.
- 1.4 Appointments to the committees shall be for a period of up to 3 years which may be extended for 2 further 3-year periods provided that the majority of the committee's members remain independent.

### **2 Secretary**

The secretary or, in his or her absence, someone nominated by the committee shall act as secretary of the committee.

### **3 Quorum**

The quorum necessary for the transaction of business shall be 2 members 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**

The committee shall meet at least once each year and at such other times as the chair of the committee shall require.

### **5 Notice of meetings**

- 5.1 Meetings of the committee shall be summoned by the secretary of the committee at the request of the chair of the committee.

- 5.2 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 2 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 and resolutions of all meetings of the committee, including recording the names of those present and in attendance.
- 6.2 Minutes of committee meetings shall be circulated promptly to all members of the committee and to all other members of the Board (including the Chair), unless a conflict of interest exists.

## **7 Annual General Meeting**

The chair of the committee shall attend the Annual General Meeting prepared to respond to any shareholder questions on the committee's activities.

## **8 Duties**

- 8.1 The committee shall:
- (a) 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;
  - (b) from time to time, give consideration to orderly succession planning for directors and senior management, taking into account the challenges and opportunities facing the Group, and what skills and expertise are therefore needed on the Board and in senior management in the future, and having regard, as appropriate, to the promotion of diversity. Succession planning shall be based on merit and objective criteria;
  - (c) be responsible for identifying and nominating for the approval of the Board, candidates to fill Board vacancies as and when they arise;
  - (d) before 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 adopt a formal, rigorous and transparent procedure, and the committee may:
    - (i) use open advertising or the services of external advisers to facilitate the search;
    - (ii) consider candidates from a wide range of backgrounds so as to seek to promote, as appropriate, diversity of gender, social and ethnic backgrounds, cognitive and personal strengths; and
    - (iii) consider candidates on merit and against objective criteria, taking care that appointees have enough time available to devote to the position;

- (e) keep under review the leadership needs of the organisation, both executive and non-executive, with a view to ensuring the continued ability of the organisation to compete effectively in the marketplace;
- (f) keep up to date and fully informed about strategic issues and commercial changes affecting the company and the market in which the Group operates;
- (g) from time to time (and, at least annually), review the amount of 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; and
- (h) 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 any involvement outside Board meetings.

8.2 The committee shall also make recommendations to the Board concerning:

- (a) formulating plans for succession planning for both executive and non-executive directors and, in particular, for the key roles of Chair of the Board and Group Chief Executive;
- (b) suitable candidate(s) for the role of senior independent director;
- (c) membership of the Audit and Risk and Remuneration Committees, in consultation with the chairs of those committees;
- (d) the re-appointment of any non-executive director 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;
- (e) the continuation (or not) in service of any director who has reached the age of 70;
- (f) 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 company subject to the provisions of the law and his or her service contract and the re-election by shareholders of any director under the "retirement by rotation" provisions in the company's Articles of Association;
- (g) the appointment of any director to executive or other office other than to the positions of Chair of the Board and Group Chief Executive, the recommendation for which would be considered at a meeting of the full Board.

## **9 Reporting responsibilities**

9.1 The committee chair 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 company's Annual Report about its activities, the process used to make appointments and explain if external advice or open advertising has not been used in the case of an appointment of a chair or a non-executive director.

## **10 Other matters**

The committee shall, at least once a year, review its own performance, constitution and Terms of Reference to ensure that it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

## **11 Information and advice**

11.1 In order to perform its duties, the committee is authorised to seek any information it requires from any employee of the company.

11.2 The committee is authorised to obtain, at the company's expense, outside legal or other professional advice on any matters within its Terms of Reference.

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