NOMINATIONS COMMITTEE [NOMSCO] - TERMS OF REFERENCE

1. OBJECTIVES

The primary objective of the Nominations Committee is to appraise the independence, skills, knowledge, experience, fitness, propriety and performance of all Board members; and recommend to the Board any changes to Directors (including a forward looking Board Succession Plan).

2. AUTHORITY

The Committee is authorised to:

- recommend to the Board individuals considered suitable for Board membership; and
- consider the performance of the Board's Committees.

The Board will ensure that adequate funding is made available to access any form of resource the Committee deems appropriate, for example, external advice, to perform its role in overseeing and approving the Society's Governance Framework.

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

3. MEMBERSHIP

The Committee is comprised of the following members:

MEMBERS/ATTENDEES	NAME	STATUS
Board Chair	Jeff Picton	Chair
Vice Chair/Senior Independent Director	Rachel Haworth	Member
Chief Executive	Paul Wheeler	Attendee
Governance & Executive Support Manager	Lindsay Bailey	Minute & Committee Secretary

4. QUORUM

A quorum shall be a minimum of two Non-Executive Directors.

5. FREQUENCY OF MEETINGS

The Committee shall meet at least twice a year.

6. ATTENDANCE

In addition to the members of the Committee, other attendees may be invited to the proceedings. Any member of the Committee may ask the Chair for specific individuals to attend a meeting.

7. SECRETARIAT

The Governance & Executive Support Manager will act as secretary for the Committee and is responsible for maintaining Committee meeting minutes and ensuring that all follow up actions are appropriately assigned, monitored and reported.

8. AGENDA AND MINUTES

The agenda and meeting papers for the Committee meeting will normally be made available 14 calendar days prior to the meeting. Following the Chair's review the draft minutes will be submitted to the Board. The Committee Chair will also report verbally to the Board on such matters as are appropriate.

9. RESPONSIBILITIES

The primary responsibilities of the Committee are to:

- establish and maintain a Nominations and Appointments Policy and recommend to the Board of Directors a Succession Plan for the Board
- consider a target for the representation of the underrepresented gender on the Board and if appropriate prepare a policy on how to increase the number of the underrepresented gender on the Board to meet the target
- consider establishing targets in respect of other protected characteristics (e.g. ethnicity, disability) and make recommendations to the Board in respect of any proposed targets
- regularly review the Board Skills Matrix to evaluate the balance of skills, knowledge and experience on the Board and prepare a description of the role and capabilities required for new appointments to the Board

- ensure the time required of the Non-Executive Directors is adequate and clearly communicated to all Directors upon appointment/re-election
- ensure that credit checks and the performance of Directors against the standards expected is adequate including assessing that each Director remains 'fit and proper' within the context of the requirements of both the Society and regulators
- ensure there is a formal process in place for performance reviews of both Executive Directors and Non-Executive Directors
- ensure that the Board's decision making is not dominated by one individual or small group of individuals in a manner that is detrimental to the interest of the Society as a whole
- recommend to the Board any changes/appointments to Board Committees (after due consultation with the Chair of the Board Committee)
- review annually the Directors to be elected/re-elected at the Society's next Annual General Meeting, having regard to their competencies, performance and length of service; reviewing all Directors initial or subsequent terms, in order that recommendations may be made, where appropriate, to the Board of Directors regarding their re-election
- consider and recommend to the Board, at least annually, any proposed changes to the Board constitution delegated powers, composition, size and structure of the Board including any matters relating to the continuation in office of any Director at any time, (including the suspension or termination of service of any Executive Director as an employee of the Society subject to the provisions of the Society Rules, law and their service contract or the suspension or termination of service of any Non-Executive Director subject to the provisions of the Society Rules, law and the terms of their letter of appointment), and any other matter relating to Board succession planning
- recommend to the Board of Directors persons considered suitable for posts of Non-Executive Directors and Executive Directors that will from time to time arise having regard to the overall composition of the Board
- Recommend to the Board any request from a Director wishing to accept:
  - an appointment as a Director, Executive, or employee for any other organisation; or
  - a consultancy assignment with another organisation where there might be a perceived conflict with the Society's interests.
- ensure there is a formal and appropriate induction training programme for a new Director
- allocate a NED to engage with each area of the business outside Board and Committees
- appoint Board Champions as required, eg. Whistleblowing, Diversity & Inclusion, Consumer Duty
- review the Board/Management Development and Training Plan
- provide oversight of the Executive succession plan to the Board
- at least once a year, consider the performance of the Board and the Board's Committees including a formal review to be submitted to the Board
- at least once a year, consider its own performance noting its conclusions in minutes that are submitted to the Board
- review annually the Committee Terms of Reference and associated Standing Orders and make any recommendations to the Board.