

Nominations Committee



Nominations Committee (NomCo)

Terms of Reference

Connecting our communities
with a better financial future



Nominations Committee (NomCo) - Terms of Reference

The Terms of Reference detailed below set out the scope and objectives of the Nominations Committee (NomCo).



Purpose

The Board has established a Committee of the Board to be known as the Nominations Committee (“NomCo”). NomCo reports to the Board and its overarching purpose is to assist the Chair in keeping the composition of the Board under review and leading in the appointments process for nominations to the Board.



Authority

NomCo is authorised by the Board to:

- Investigate any activity within these terms of reference
- Seek any information that it requires from any employee, and all employees are directed to co-operate with any request made by the committee; and
- Obtain external legal or other independent professional advice where it deems this necessary.



Membership and attendance at meetings

Members of NomCo shall be appointed by the Board. NomCo shall comprise at least three non-executive directors.

Membership of NomCo will be reviewed annually by the Board.

The Chair of the Board serves as Chair of NomCo.

A quorum shall be a majority of members. In the absence of the Chair, the other members of the Committee will elect a Chair for the meeting from among their number.

Other regular attendees at meetings of NomCo will include the CEO and the Human Resources Director. The Company Secretary or their nominated representative shall be secretary of NomCo.

Other non-executive directors may attend meetings by invitation of NomCo.



Frequency of meetings

Meetings shall be held not less than two times a year.



Responsibilities

NomCo is responsible for oversight of the composition of the Board and to lead the process for Board appointments and make recommendations to the Board. NomCo's key functions are to:

- Regularly review the structure, size, diversity and composition (including the skills, knowledge and experience) required by the Board of Directors and its committees and make recommendations to the Board with regard to any change;
- 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 within the market place;
- Give full consideration to succession planning for members of the Board, taking into account the challenges and opportunities facing the Society, and what skills and expertise are therefore needed on the Board in the future;
- To ensure effective processes are in place for succession planning and recruitment for key Executive roles.
- Identify and nominate for approval to the Board, candidates to fill Board vacancies as and when they arise;
- To approve the recruitment process and supporting information e.g. role/person specifications for any Board vacancies including time commitment required;
- In identifying suitable candidates NomCo will:
 - Use open advertising and/or the services of external advisors to facilitate the search
 - Consider candidates from a wide range of backgrounds
 - Consider candidates on merit against objective criteria
- To review membership of each of the Board Committees and, in consultation with the Chairs of the relevant Committees as appropriate, make recommendations to the Board as to any changes required to ensure that the Committees possess the necessary capabilities, experience, knowledge and behaviours;
- To assess at least annually the appointment process and induction programme for members of the Board and any person performing designated senior management functions;
- To assess at least annually the performance and development of members of the Board and any person performing designated senior management functions;
- To assess at least annually the independence of each of the non-executive directors to ensure that they continue to meet the independence requirements of the UK Corporate Governance Code;
- Evaluate any conflicts of interest notified by the directors, recommending to the Board whether any such conflict of interest should be permitted or whether other safeguarding measures should be adopted;
- The reappointment of any non-executive at the conclusion of their specified term of office, having regard for their performance and ability to continue to contribute to the Board in light of the knowledge, skills and experience required;
- To consider 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 law and their service agreement;

NomCo will review and update these Terms of Reference to reflect best practice at least annually, requesting Board approval for all proposed changes. The Committee will evaluate, on an annual basis its own effectiveness and make recommendations to the Board.

NomCo's work will be supported by the maintenance of a rolling agenda covering regular activities undertaken by the Committee in the fulfilment of its responsibilities.



Senior Manager Regime Prescribed Responsibilities & Key Functions

NomCo will assist the Senior Manager Function (SMF) role holders detailed below in fulfilling the following Prescribed Responsibilities:

Chair of the Nomination Committee (SMF13)

The Chair of the Committee holds responsibility for:

- overseeing the development of and monitoring the effective implementation of the policies and procedures for the induction, training and professional development of all members of the firms' governing body
- the firms' performance of its obligations under Fitness and Propriety in respect of its notified NEDs

The Chief Executive (SMF1)

The Chief Executive holds responsibility for:

- monitoring the effective implementation of policies and procedures for the induction, training and professional development of all persons performing designated senior management functions on behalf of the firm other than members of the governing body



Reporting

The Chair of NomCo shall update the Board on the Committee's business, at its monthly meetings.

The Chair of NomCo shall, at their discretion elevate any matter in the remit of the Committee to the Board where they feel it appropriate to do so.