



CS Healthcare Nominations Committee Terms of Reference

Author	James Parker, Chief Executive
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Owner	Andrew Johnston, Nominations Committee Chair

1. Role

1.1. The Nominations Committee is responsible for reviewing the composition and structure of the Board and its subordinate Committees and for making recommendations to the Board on future appointments of Executive and Non-Executive Directors.

2. Membership

2.1. The Committee shall be made up of not less than three directors appointed by the Board from time to time and including the Chair of the Board, Vice Chair of the Board and the Chief Executive unless the positions are vacant.

3. Chair

3.1. The Chair of the Board shall chair the Committee except when the Committee is dealing with the matter of succession to the Chair, when the Vice-Chair shall chair the committee.

3.2. The Chair of the Committee has responsibility for overseeing the performance of the Committee.

3.3. In the absence of the Chair of the Committee, and any nominated deputy, if there are sufficient members present to form a quorum they shall elect one of themselves to chair the meeting.

3.4. The Chair of the Committee shall attend the annual general meeting to answer any questions on the Committee's activities.

4. Secretary

4.1. The Company Secretary, or with the agreement of the Chair his/her nominee, shall be Secretary of the Committee unless the Committee determines otherwise.

5. Meetings

5.1. The Committee should meet as often as is required and in any case not less than 2 times a year.

5.2. Additional meetings may be called or the meeting timetable changed by the Chair of the Committee in consultation with members of the Committee.

5.3. In addition the Board may ask the Committee to meet to consider specific issues.

5.4. The Chair of the Committee may at his/her discretion establish a selection panel including other directors to make recommendations to the Committee for non-executive appointments and executive recruitment.

6. Quorum

6.1. The Board may determine the quorum for meetings of the Committee from time to time. In the absence of any such determination, the quorum will be two.

6.2. For a quorum to exist there must be a majority of non-executives present.

7. Attendance

7.1. Only members of the Committee are entitled to be present at the meetings of the Committee. Other Board members may attend all or part of a meeting with the agreement of the Chair of the Committee.

7.2. The Chair of the Committee shall decide if non-members should attend.

7.3. Members of the Senior Management Team and employees of the Society will be expected to attend as required.

7.4. The Committee may invite external advisors, including HR advisors and recruitment consultants, to attend meetings where it considers this to be appropriate.

7.5. Attendance at meetings will usually be in person. The Chair of the Committee may agree that exceptionally a member, or an invitee, may attend some or all of the meeting by telephone or video link. The Chair of the Committee shall determine if such a member should count towards the quorum.

8. Notice of Meetings

8.1. Meetings of the Committee shall be called by the Secretary of the Committee at the request of the Chair of the Committee.

8.2. Unless otherwise agreed, notice of each meeting confirming the venue, time and date of the meeting, together with an agenda of items to be discussed, shall be forwarded to each member of the Committee, all other non-executive directors and any other person expected to attend no later than 5 working days before the date of the meeting.

8.3. Supporting papers shall be forwarded to members of the Committee and to everyone attending the meeting no later than 5 working days before the meeting.

9. Minutes of Meetings

9.1. The Secretary, or with the agreement of the Chair of the Committee his/her nominee, shall minute the proceedings, discussions and resolutions of all Committee meetings including the names of those in attendance and any declarations of conflicts of interest.

9.2. The Secretary shall provide the Chair of the Committee with draft minutes of a meeting within 7 working days of a meeting. Draft minutes shall be circulated to other members of the Committee within 15 working days of the meeting.

9.3. The Secretary shall circulate agreed minutes of the meeting of the Committee to members of the Committee and others as may from time to time be agreed by the Committee.

9.4. The Secretary shall circulate agreed minutes of the meeting of the Committee to the Board unless in the opinion of the Committee Chair it would be inappropriate to do so.

9.5. Final minutes of the meetings of the Committee, signed by the Chair of the Committee, should be maintained for the Society's records.

10. Conduct of Business

- 10.1.** The Chair of the Committee shall submit a verbal report, normally based on previously circulated minutes, at the next meeting of the Board following each Committee meeting, and at other times as appropriate.
- 10.2.** The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its' remit where action or improvement is required.
- 10.3.** The Committee shall produce a report to be included in the Society's annual report about its' activities, the process used to make appointments and to explain if external advice or open advertising has not been used. Where an external recruitment consultancy 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.

11. Responsibilities

- 11.1.** To review and advise the Board on the skills, experience, independence and knowledge of the Society required to maintain an effective and balanced Board.
- 11.2.** To conduct an annual review of Board effectiveness and to have this externally facilitated at least once every three years.
- 11.3.** To evaluate the composition and structure of the Board, having regard to the provisions of the UK Corporate Governance Code, as annotated for Mutual Insurers.
- 11.4.** To consider the size of the Board including the balance of non-executive and executive directors and the appropriate allocation of Board members to subordinate committees.
- 11.5.** To make recommendations to the Board on the nature and composition of its subordinate committees.
- 11.6.** To maintain a succession plan for future possible non-executive director appointments with particular reference to predicted forthcoming vacancies.
- 11.7.** To review the succession plan prepared by the Chief Executive for future possible Senior Management Team appointments with particular reference to predicted forthcoming vacancies.
- 11.8.** Before making any recommendation on appointment to the Board, evaluate the balance of skills, knowledge, experience and diversity on the Board, and, in the light of this evaluation, prepare a description of the role and capabilities required for a particular appointment.
- 11.9.** To ensure that prior to the appointment of a director the proposed appointee shall be required to disclose any other business interests that may result in a conflict of interest and be required to report any future business interests that could result in a conflict of interest.
- 11.10.** To make recommendations to the Board for non-executive director appointments and reappointments at the conclusion of their specified term of office.
- 11.11.** To make recommendations to the Board for the appointment of the Senior Independent Director.
- 11.12.** To make recommendations to the Board for the recruitment of executive directors.
- 11.13.** To select and engage suitable external recruitment consultants as deemed appropriate by the Committee for non-executive appointments and executive recruitment.

- 11.14.** 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 involvement outside Board meetings.
- 11.15.** To consider and make recommendations to the Board on 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 law and their service contract.
- 11.16.** To ensure an appropriate induction programme is in place for new directors and that individual and collective training is provided as necessary. Individual directors remain responsible for identifying their training needs.

12. Annual Review

- 12.1.** The Chair of the Committee shall conduct an annual review of the appropriateness of the Committee's terms of reference and of the Committee's performance. After consideration by the Committee the results of that review shall be presented to the Board.

13. Authority

- 13.1.** The Nominations Committee is a Committee of the Board with the authority, powers and responsibilities set out in the Society's Rules and in these terms of reference.
- 13.2.** The Committee shall have access to sufficient resources in order to carry out its' duties.
- 13.3.** The Committee shall be provided with appropriate and timely training including an induction programme for new members and ongoing training for all members.
- 13.4.** The Committee may take independent legal or other professional advice on any matter within its terms of reference when the Committee reasonably believes that it is necessary to do so.
- 13.5.** As and when necessary the Committee may request the attendance of a representative of a provider of services to the Society at a meeting of the Committee.