



Terms of Reference for Nomination Committee

1. Constitution

- 1.1 Under the provisions of Article 66 of LifeArc's Articles of Association, the LifeArc Board has established a Committee of the Board known as the Nomination Committee.

2. Membership

- 2.1 The Committee shall have at least two members, all of whom shall be non-executive. All appointments to the Committee should be made by the Board.
- 2.2 Only members have the right to attend but others may be invited to attend e.g. Chief Executive Office, Director of Human Resources or other external guests.
- 2.3 Appointments are for three years with the option to serve a maximum of two terms.
- 2.4 The Board shall appoint a Chair who should be the Chair of the Board or another non-executive. A deputy may be appointed where the Chair is absent. The Chair should not chair the Committee where the succession of the Chair is being discussed.

3. Secretary

- 3.1 The Company Secretary or their nominee shall act as the secretary of the Committee.

4. Quorum

- 4.1 The quorum required for the meeting to be valid shall be two.
- 4.2 A member shall leave the meeting when his/her own position is discussed but the quorum is not affected thereby.

5. Frequency of Meetings

- 5.1 The Committee should meet at least twice a year and at other times as the Chair of the Committee requires

6. Notice of Meetings

- 6.1 Meetings shall be called by the Committee secretary at the request of the Chair.
- 6.2 The agenda and papers shall be circulated no less than five working days before the meeting.

7. Minutes of the Meetings

- 7.1 The secretary shall minute the proceedings and resolutions of all the Committee meetings
- 7.2 Minutes shall be circulated to all members and, once agreed submitted to the next Board meeting, unless a conflict of interest exists.

8. Annual General Meetings

- 8.1 The Committee chair shall attend the annual general meeting to respond to any members queries on the Committee's activities.

9. Duties

- 9.1 The Committee shall



- 9.1.1 Regularly review the structure, size and composition (including skills, knowledge, experience, diversity) of the Board and make recommendations to the Board regarding any changes.
- 9.1.2 Give full consideration to succession planning for Trustees, executives and other senior roles in the course of its work, taking into account the needs of the company going forwards.
- 9.1.3 Be responsible for identifying and nominating for the approval of the Board, candidates to fill Board vacancies as they arise.
- 9.1.4 Be responsible for approving appointments to the executive as they arise.
- 9.1.5 Before any appointment is made, evaluate the balance of skills, knowledge, experience and diversity on the Board, and in the light of this prepare a description of the role and capabilities required. Candidates should be considered on merit against the criteria.
- 9.1.6 Keep under review the leadership needs of the organisation (both Trustees and executive), with a view to ensuring the organisation is competitive going forwards.
- 9.1.7 Keep up to date and informed about strategic and commercial issues facing the company.
- 9.2 The Committee shall make recommendations to the Board concerning:
 - 9.2.1 Formulating plans for succession for Trustees and in particular for the key role of Chair;
 - 9.2.2 Formulating plans for succession of executives, and in particular for the key role of Chief Executive;
 - 9.2.3 Membership of other Board subcommittees as requested;
 - 9.2.4 The joining of additional members to LifeArc and the role and purpose of members who are not Trustees;
 - 9.2.5 The re-election of Trustees after each four year term, giving due regard to their performance, ability and willingness to continue.

10. Reporting Responsibilities

- 10.1 The Committee Chair shall report formally to the Board on its proceedings after each meeting.
- 10.2 The Committee shall make recommendations to the Board as appropriate within its remit, including the proposed appointment of any Chief Executive Officer.
- 10.3 The Committee shall make a statement in the annual report and accounts about its activities and the processes used to make appointments.

11. Authority

- 11.1 The Committee is authorised to obtain, at the company's expense, outside legal or other professional advice on matters within its terms of reference.

For the avoidance of doubt, all references to Trustee(s) in these Terms of Reference shall mean any member of the Board of Trustees, including the Chair.