

## Terms of Reference for Nominations Committee

**Date Approved:** 15 July 2021

### **1. Constitution**

- 1.1 Under the provisions of Article 10.1 of LifeArc's Articles of Association, the LifeArc Board has established a committee of the Board known as the Nominations Committee (the "Committee").

### **2. Membership**

- 2.1 The Committee shall have at least two members, all of whom shall be non-executive trustees. 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, Executive Director of Human Resources and/or other external guests. Non-executive trustees shall on request to the Chair also be permitted to attend Committee meetings to observe its proceedings.
- 2.3 Appointments are for three years with the option to serve a maximum of three terms.
- 2.4 The Board shall appoint a Chair who should be the Chair of the Board or another non-executive trustee. 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 non-executive trustees.
- 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 two-three times 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 made available to the Board via the electronic portal, unless a conflict of interest exists.

## **8. Duties**

- 8.1 The Committee shall, promoting equity, diversity and inclusion, and taking account of LifeArc's strategic needs:
  - 8.1.1 Regularly review the structure, size and composition (including skills, knowledge, experience, and diversity) of the Board and make recommendations to the Board regarding any changes.
  - 8.1.2 Be responsible for succession planning for Trustees.
  - 8.1.3 Review the succession planning of the Executive (and other senior roles supporting Executive succession).
  - 8.1.4 Be responsible for identifying and nominating for the approval of the Board, candidates to fill Board vacancies as they arise.
  - 8.1.5 Be responsible for approving appointments to the Executive as they arise.
  - 8.1.6 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 these criteria.
  - 8.1.7 Keep under review LifeArc's leadership needs (both Trustees and Executive), with a view to ensuring LifeArc is competitive going forwards.
  - 8.1.8 monitor the operation of LifeArc's equity, diversity and inclusion approach and identify areas of review or amendment as necessary.
- 8.2 The Committee shall, whilst promoting equity, diversity and inclusion, make recommendations to the Board concerning:
  - 8.2.1 formulating plans for succession for Trustees and in particular for the key role of Chair;
  - 8.2.2 formulating plans for succession of the Executives, and in particular for the key role of Chief Executive Officer;
  - 8.2.3 Membership of other Board subcommittees as requested;
  - 8.2.4 The membership of the Strategic Advisory Council;
  - 8.2.5 The re-election of non-executive Trustees after each three year term, giving due regard to their performance, ability and willingness to continue.

## **9. Reporting Responsibilities**

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

## **10. Authority**

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

### Document History

23 September 2015 version. Updated September June 2017. Updated to address feedback from internal auditors and change of company name October 2017. Updated June 2018.

Updated November 2019.

April 2021 - Updated to address consequential changes from adoption of foundation governance model. Approved by the Board 15 July 2021