

TERMS OF REFERENCE
Nominations Committee

Role of the Nominations Committee

1. The Nominations Committee is responsible for advising, supporting and, as required, acting on behalf of the Board in respect of:
 - 1.1 the appointment of Elected Directors to the Board;
 - 1.2 the appointment of Appointed Directors to the Board;
 - 1.3 Board succession planning matters;
 - 1.4 the effective composition, performance evaluation and functioning of the Board and its committees.

Reporting

2. The Nominations Committee is a subcommittee of the Board and shall report as follows:
 - 2.1 formally to the Board on its proceedings on all matters within its duties and responsibilities as part of the regular Board papers (these shall include minutes of the committee's meetings). The committee chair shall report to the Board at least once a year in person;
 - 2.2 the committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where it considers action or improvement is needed;
 - 2.3 the chair of the committee or her/his nominated representative shall, at the Annual General Meeting, report on its activities and be prepared to respond to any member's questions on the committee's activities.

Membership and quorum

3. The committee shall comprise at least three members, of whom one shall be the independent chair of the committee, who shall be appointed by the Board. Other members of the committee shall be appointed from and by the Board.
4. Except by agreement of a quorum present, only members of the Committee have the right to attend committee meetings. The attendance or co-option of others for any aspect of the committee's work shall be a matter for the committee.
5. The independent chair shall be appointed for a term of three years, renewable at the Board's discretion for a second term. Other members of the committee shall be appointed for two years each, renewable at the Board's discretion for a further two years.
6. The quorum necessary for the transaction of business shall be three, one of whom must be the independent committee chair.

Meetings

7. The committee shall meet at least twice a year and otherwise as required. Meetings may be conducted remotely by telephone or video conference.

8. Meetings of the committee may be called by the committee chair or by any two members and shall be arranged in advance with appropriate notice and advance circulation of relevant papers.
9. The committee chair or her/his nominee will minute the proceedings and resolutions of all committee meetings.

Duties and responsibilities

10. The committee shall:

- 10.1 regularly review the structure, size and composition (including the skills, knowledge, experience and diversity) of the Board and make recommendations to the Board with regard to any necessary changes;
- 10.2 review periodically the Directors' role descriptions and other aspects of the terms and conditions of their service, including those of the IPSE Chair and other committee chairs, and make such recommendations to the Board as required;
- 10.3 be responsible for designing, promoting and overseeing the process whereby IPSE members can stand for election to the Board in line with IPSE policies and relevant best practice principles and in order to meet the Board's current and future requirements;
- 10.4 be responsible for identifying and nominating to the board candidates for Appointed Director vacancies in line with IPSE policies and relevant best practice principles and in order to meet the Board's current and future requirements;
- 10.5 develop plans for effective succession planning for Directors and Board appointments, including the Chair and committee chairs, taking into account the challenges and opportunities facing the company, and the skills and expertise needed on the Board in the future;
- 10.6 instigate and, where appropriate, oversee measures to evaluate and report on the Board's performance and effectiveness, including approving the terms of reference for any external person or agency engaged to facilitate this;
- 10.7 advise the Board on suitable measures for developing and improving the Board's effectiveness;
- 10.8 advise the Board on any other relevant issues as it sees fit or as required from time to time;
- 10.9 keep up-to-date and fully informed about strategic issues and commercial changes affecting IPSE's current and future plans in respect of how these might impact on the committee's responsibilities and duties.

Other matters

11. The committee shall:

- 11.1 have access to sufficient resources in order to carry out its duties, including access to the Executive Office for administrative assistance as required;

- 11.2 be provided with appropriate and timely training if required;
- 11.3 Give due consideration to laws, regulations and any published guidelines or recommendations regarding Board composition and nominations.

Authority

- 12. The committee is authorised by the Board to obtain, at the company’s expense, outside legal or other professional advice on any matters within its terms of reference.

Conduct and standards of the Committee

- 13. The chair and members of the committee, and any individual advising or co-opted onto the committee in the discharge of its duties, shall conduct themselves at all times in line with the highest standards of probity, professionalism, discretion and integrity; and shall at all times conduct themselves, as members of a Board committee (even if they are not themselves members of the Board), to the same standard as would be expected of a Director of the company.
- 14. In particular, members of the committee will use their utmost endeavours to respect and preserve the confidentiality of such privileged information as they need to know in the discharge of their duties as members of the committee.
- 15. Members of the committee are required to adhere to and use their utmost endeavours to ensure, respect and promote the Company’s objectives in respect of Equality, Diversity and Inclusion.

These Terms of Reference have been approved and authorised by:

Name: _____

Position: _____

Signature: _____

Date of Review: _____

Next Review: _____

Review Date	Amendments
mm/yy	
mm/yy	