**TERMS OF REFERENCE FOR THE NOMINATION COMMITTEE**

**Constitution**

Members of the Nomination Committee shall be appointed by the Committee of Management (COM). Membership shall comprise of 3 non-executive members of the COM plus one member of the Executive.

For the purpose of transacting business, a quorum of the Committee shall not be less than three members of the Committee.

The Nominations Committee shall include the Chair of the COM but shall be chaired by an independent non-executive member appointed by the COM.

In the absence of the Committee chair and/or appointed deputy, the remaining members present shall choose one of their number to chair the meeting.

Advisers shall attend for all or part of any meeting at the invitation of the Committee.

The Chair will appoint a secretary of the Committee.

The Committee shall meet at least once a year and at such other times as the chair of the Committee shall require.

Minutes of the Committee signed by its chair shall be sufficient evidence that the matters referred to therein had been fully discussed and agreed, whether by way of a formal meeting ot otherwise. Minutes of Committee meetings shall be circulated to all members of the Committee in draft form and, once approved, to all members of the COM.

**Authority**

The Committee may obtain outside legal or other independent professional advice on any matter within its terms of reference, at the cost of the society, and secure the attendance of outsiders with relevant experience and expertise if it considers it necessary.

**Duties**

The Committee shall:

1. Regularly review the structure, size and composition of the COM and make recommendations to the COM (including appointment and re-appointment) based on merit and objective criteria;
2. Satisfy itself of the processes and plans in place for the orderly succession to COM and senior management positions, having regard to the requirements of the FCA and PRA rules and appropriate balance of skills, knowledge and experience relevant to the Society and the COM.
3. Undertake an annual evaluation of the time needed to fulfil the respective roles of Chair and of each non-executive director and to ensure that all directors devote sufficient time to their duties;
4. Identify and nominate for the approval of the COM, candidates to fill COM vacancies as and when they arise;
5. Ensure that on appointment to the COM, non-executives receive a formal letter of appointment setting out clearly what is expected of them in terms of commitment, committee service and involvement outside COM meetings;
6. Make recommendations to the COM regarding membership of the other sub-committees as required.
7. Determine, with assistance of the Remuneration Committee, the remuneration of any new appointment to the Committee of Management.

**Other Matters**

The Committee shall undertake an annual review of its work and these terms of reference and make recommendations to the COM.

The constitution of the Nomination Committee and its duties during the year shall be disclosed in the annual report.

The chair of the Committee, or other member of the Committee nominated by them, shall attend the AGM to respond to members questions, through the Chair, in respect of matters within the Committee’s terms of reference.

**Effective Date**

The Nomination Committee originally became effective on 1st January 2005.

These terms of reference were reviewed and amended on 19th June 2019.

Frequency of meetings – At least annually

Quorum – 3