

Nominations & Governance Committee - Terms of Reference (Revised May 2018)

1 MEMBERSHIP

- 1.1 The committee shall comprise at least three members, drawn from the Executive Board or Forum but shall not include the LEP Chairman.
- 1.2 Only members of the committee have the right to attend committee meetings. However, other individuals such as the Chairman, Chief Executive, HR Advisor and external advisers may be invited to attend for all or part of any meeting, as and when appropriate and necessary.
- 1.3 Appointments to the committee are made by the Forum and shall be for the duration of the director's or sector representative's remaining term of office.
- 1.4 The committee shall nominate from one of its members the committee chairman. In the absence of the committee chairman and/or an appointed deputy, the remaining members present shall elect one of themselves to chair the meeting.

2 SECRETARY

- 2.1 The CEO shall act as the secretary of the committee, supported by the Office Manager, unless the incumbent CEO is the subject of committee business in which case the HR Advisor will be invited to attend the meeting and take on the role.

3 QUORUM

- 3.1 The quorum necessary for the transaction of business shall be two, both of whom must be independent as regards the matters being discussed. A duly convened meeting of the committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the committee.

4 FREQUENCY OF MEETINGS

- 4.1 The committee shall meet as and when required.

5 NOTICE OF MEETINGS

- 5.1 Meetings of the committee shall be called by the CEO or at the request of the committee chairman.
- 5.2 Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed, shall be forwarded to each member of the committee and any other person required to attend, in accordance with the Best Practice Guidance on LEP Governance & Transparency, i.e. no later than five working days before the date of the meeting.

6 MINUTES OF MEETINGS

- 6.1 The CEO shall minute the proceedings and resolutions of all committee meetings, including the names of those present and in attendance.

- 6.2 Draft minutes of committee meetings shall be circulated in accordance with the Best Practice Guidance on LEP Governance & Transparency, i.e. within 10 clear working days of the meeting taking place.

7 DUTIES

- 7.1 The committee should carry out the duties below.

- 7.2 The committee shall:

- 7.2.1 review the structure, size and composition (including the skills, knowledge, experience, aptitude and diversity) of the Executive Board as required and in conjunction with any work on the effectiveness of the Executive Board, led by the LEP Chairman;
- 7.2.2 give full consideration to succession planning for members of the Executive Board and Forum in the course of its work, taking into account the challenges and opportunities facing the company, and the skills and expertise needed on the Executive Board and Forum in the future;
- 7.2.3 be responsible for identifying and nominating for the approval of the Forum, candidates to fill vacancies on the Executive Board and Forum as and when they arise;
- 7.2.4 provide any direction necessary on the process of making appointments to the Executive Board and Forum, specifically regarding the balance of skills, knowledge, experience and diversity; the approach to advertising or searching for candidates from a wide range of backgrounds; ensuring the arrangements are in line with the Articles of Association and Assurance Framework;
- 7.2.5 for the appointment of a chairman, the committee should prepare a job specification, including the time commitment expected. A proposed chairman's other significant commitments should be disclosed to the Executive Board before appointment and any changes to the chairman's commitments should be reported to the Executive Board as they arise;
- 7.2.6 ensure the outcome of any Executive Board performance evaluation process is adhered to by the Executive Board;
- 7.2.7 advise and make recommendations on any changes to the Best Practice Guidance on LEP Governance & Transparency.

- 7.3 The committee shall also make recommendations to the Executive Board and the Forum concerning:

- 7.3.1 succession plans for members of the Executive Board and Forum and in particular for the key roles of chairman and deputy chairman;
- 7.3.2 any matters relating to the continuation in office of any member of the Executive Board or Forum at any time including the suspension or termination of service of an Executive Board or Forum member;
- 7.3.3 any amendments to the current constitutional documents;
- 7.4.4 remuneration policy or staff conditions of service (proposed by the CEO and HR Advisor).

8 REPORTING RESPONSIBILITIES

- 8.1 The committee shall make whatever recommendations to the Executive Board it deems appropriate on any area within its remit where action or improvement is needed.

9 OTHER MATTERS

9.1 The committee shall:

9.1.1 have access to sufficient resources in order to carry out its duties;

9.1.2 give due consideration to laws and regulations governing the Company, as appropriate;

9.1.3 arrange for periodic reviews of its own performance and keep under review its constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Executive Board for approval.

10 AUTHORITY

10.1 The committee is authorised by the Executive Board to obtain, at the company's expense, outside legal or other professional advice on any matters within its terms of reference subject to a cap of £1,000 with the prior approval of the chairman.

10.2 It is also authorised by the Executive Board to ratify any recommendations on individual staff remuneration or posts where they fall outside the annual staff review.