EARL SHILTON BUILDING SOCIETY

Nominations Committee – Terms of Reference

Constitution

The Board has established a Committee to be known as the Nominations Committee.

Membership

The Committee comprises three directors as determined by the Board from time to time, all of whom must be non-executive directors. The Chairman of the Committee is appointed by the Board. A quorum shall be two members. The Society's Chairman may chair the Committee, but must not do so when the Committee is considering nominations for the position of Chairman.

Attendance at Meetings

The Committee will meet at least once each year, and at other times as necessary. There should not normally be any other directors in attendance, save that the Secretary should be present. As the Committee is only required to meet once a year a "Timetable for consideration of business issues" is not deemed necessary.

Authority

The Committee may seek any information it requires from employees, and may obtain external legal or other professional advice and secure the attendance of third-party advisors with relevant experience and expertise if it considers this necessary.

Duties

1. To approve a job and person specification for each vacant directorship having regard to the current and future skills mix of the Board and the Society's expected requirements. In the case of a vacancy for the position of Chairman, the job specification must include an assessment of the time commitments of the role. This duty will be conducted by email.

2. To authorise the use of an external recruitment agency, or of open advertising, as thought fit.

3. Where an executive director is to be appointed, to liaise with the Remuneration Committee to confirm the terms and conditions that will be applicable to the post, including notice period.

4. To consider applications for appointment and removal of directors and the Secretary, with recommendations made to the Board for approval.

5. To interview shortlisted candidates and to make recommendations for appointment to the Board.

6. To establish and review, at least annually, the Succession Plan, having due regard to the Committee Chair report on succession planning and the perceived risk and impact of resignation, for both executive and non-executive directors, and to recommend any changes to the Board. This review will include succession for the

position of the Board Chairman, Committee Chairmen, and timing of recruitment for non-executive directors and giving consideration to equality and diversity.

7. To review annually the standard letter of appointment for non-executive directors and make changes as appropriate.

8. To review annually the induction training programmes for new directors and make any necessary changes.

9. To review the training undertaken by existing directors and consider its adequacy.

10. To review these terms of reference annually and recommend any changes to the Board.

11. To review any other employment and business interests of directors and recommend renewal, or not, to the Board.

12. To annually reconsider the skills mix of Non-Executive Directors and how they match the requirements for the Society, particularly on Information Systems and related areas.

13. To annually consider the Board Diversity Policy and recommend the same to the Board for approval.

14. To promote positive customer outcomes when decisions are taken.

15. To consider any other relevant matter not specifically referred to above.

Reporting

The minutes of meetings will be circulated to all members of the Board.

Review

These Terms of Reference are subject to annual review by the Committee, with the Board ultimately approving the Committee's Terms of Reference.

July 2021