



Nominations Committee Terms of Reference

For the year ended 30 September 2024

1 Purpose

- 1.1 The purpose of the Nominations Committee is to assist the Board in:
- Ensuring that the Board's size and composition are appropriate to support effective oversight of the strategic objectives and stewardship of the values of the firm; and
 - Overseeing and supporting the processes for appointment of the Chair, the Chief Executive and Board Members, as well as of the independent non-executive members of the Audit Board and the Public Interest Committee, so as to ensure high-quality candidates are appointed to any such position.

2 Authority

- 2.1 The Nominations Committee is a Committee of the Board from which it derives its authority and to which it reports.
- 2.2 The Committee has delegated authority from the Board in respect of the functions and powers set out in these Terms of Reference.

3 Constitution

3.1 Chairperson

- 3.1.1 The Committee shall be chaired by the firm's Chair.
- 3.1.2 In the absence of the Chair, the Chair of the People Committee shall chair the meeting (save with respect to matters concerning the election and appointment of the Chair, which shall be chaired by the Senior Elected Member). In the absence of such alternative, the remaining members present shall elect one of themselves to chair the meeting.
- 3.1.3 In the event that the Chair declares a conflict of interest, or the Committee decides that such individual has a conflict of interest, then the Committee shall appoint an alternative member of the Committee to chair the relevant meeting or the relevant part of the meeting.

3.2 Membership

- 3.2.1 In addition to the Chair the membership comprises:
- The Senior Elected Member
 - The Chair of the People Committee.

- 3.2.2 Members of the Committee shall be appointed by the Board on the recommendation of the Chair in consultation with the Senior Elected Member.

- 3.2.3 Members can be co-opted onto the Committee as the need arises to help fulfil the duties and obligations of the Committee. These appointments shall be made by the Board on the recommendation of the Chair (or, where relevant with regard to matters related to the appointment of the Chair, on the recommendation of the Senior Elected Member).

- 3.2.4 Elected and Nominated Members shall comprise a majority of the Committee at all times.

- 3.2.5 Any or all members may be removed from the Committee at any time by the Board.

3.3 Duration of appointments

- 3.3.1 Unless otherwise determined by the Board, the duration of appointments of Elected and Nominated members of the Committee and of co-opted members shall be for a period of up to three years which may be extended by the Board for an additional period of two years.

3.4 Head of Governance/Board Secretary

- 3.4.1 The Board Secretary or their nominee shall act as Secretary to the Committee and attend all meetings.
- 3.4.2 The Secretary shall record the proceedings and decisions of the Committee meetings and the minutes shall be circulated to all members and attendees, as appropriate, taking into account any conflicts of interest that may exist.

4 Proceedings of Meetings

4.1 Frequency of Meetings

- 4.1.1 The Committee shall meet at least once a year and otherwise as required.
- 4.1.2 Meetings of the Committee may be called by the Chair at any time to consider any matters falling within these Terms of Reference.

4.2 Quorum

- 4.2.1 Any two members of the Committee may form a quorum, provided at least one Elected Member is in attendance.
- 4.2.2 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.
- 4.2.3 In the event of difficulty in forming a quorum, Elected or Nominated Board members who are not members of the Committee may be co-opted as members for individual meetings.
- 4.2.4 The members of the Committee may participate in a meeting of the Committee from separate locations by means of conference technology or other communication equipment which allows those participating to hear each other and be heard and shall be entitled to vote and/or be counted in the quorum accordingly.

4.3 Attendees

- 4.3.1 Only the members of the Committee and other Elected and Nominated members of the Board and Independent Non-Executives have the right to attend Committee meetings.
- 4.3.2 The following will be expected to attend Committee meetings on a regular basis:
- a) General Counsel
 - b) Chair of the Public Interest Committee (or their delegate, who must be another Independent Non-Executive)
 - c) Board Secretary (or their delegate).
- 4.3.3 The Chief Executive shall attend at the invitation of the Chair, in particular for consideration of appointments of Executive Members to the Board.
- 4.3.4 Any partner, officer or employee of the LLP may attend at the invitation of the Chair of the Committee and they may collectively or individually be requested to withdraw from meetings of the Committee if required to do so by the Chair.

5 Conflicts of Interest

If a member of the Committee has a conflict of interest, they shall immediately disclose this to the Chair and where appropriate recuse themselves from any deliberations or votes of the Committee concerning the relevant subject matter.

6 Resolutions

- 6.1 The Committee shall reach decisions by a simple majority of those voting on the issue in question. If the number of votes for and against a certain proposal is equal, the Chair shall have a casting vote.
- 6.2 Any resolution evidenced in writing or by electronic or voice recognition means, by such member or members of the Committee as would have been necessary to pass such resolution had all members of the Committee been present at a meeting to consider such resolution, shall be valid and effective as if it had been passed at a meeting of the Committee duly convened and held, provided that notice and details of the proposed resolution have been given in advance to each member of the Committee.

7 Responsibilities

The Committee shall:

- 7.1.1 Review on a periodic basis the size and composition of the Board (including taking into account any recommendations and observations of triennial independent board effectiveness reviews, the Audit Firm Governance Code and any relevant regulatory reviews from time to time) and make recommendations to the Board with respect thereto;
- 7.1.2 Make recommendations to the Board with respect to the election processes, including candidacy criteria, for the appointments of the Chair, the Chief Executive and the Elected Members of the Board; and oversee the implementation of such Board approved processes;
- 7.1.3 On behalf of the Board, and in coordination with the General Counsel, shortlist one or more candidates to be submitted to the Partners in the respective election ballots for the election or re-election of the Chair, the Chief Executive and the Elected Members of the Board;
- 7.1.4 Review and recommend for Board approval and Partners' ratification, Nominated Members following nomination by the Chair;
- 7.1.5 On behalf of the Board, where a Board member steps down from their position as a Board member with only twelve months of their tenure left to run, approve the reserve Board member's tenure with a recommendation to the Board on the appointment. In all other cases, the tenure for a reserve Board member will be three years and the Nominations Committee will recommend the reserve Board member to the Board for approval.
- 7.1.6 Lead the process for appointments and reappointments of INEs and ANEs and recommend them for Board approval. The Committee shall assess the time commitments for the role and, when recommending new appointments, shall take into account other demands on the INEs' and ANEs' time;
- 7.1.7 Review and approve, in consultation as deemed appropriate with the Chair of the PIC or, as the case may be, the Chair of the Audit Board, any other external appointments proposed to be undertaken by INEs or ANEs, taking into consideration time commitments of the role and existing role(s). This responsibility may be delegated by the Committee to the Chair of the Committee;
- 7.1.8 Review and recommend for Board approval the appointment of Executive Members, following nomination by the Chief Executive in consultation with the Chair;
- 7.1.9 Oversee the maintenance of an effective framework for succession planning for the Board, INEs and ANEs with reference to the relevant Skills Matrix;
- 7.1.10 Establish a framework for determining remuneration and progression matters for members of the Board which support and promote effective challenge;
- 7.1.11 Approve the process for the evaluation of Board members as proposed by the Chair and Senior Elected Member;

- 7.1.12 Annually review the induction programme and board skills training for new Board members and independent members of the Audit Board and the Public Interest Committee; and
- 7.1.13 Oversee the induction of all new Board members and ongoing training for existing Board members and independent members of the Audit Board and the Public Interest Committee.

8 Reporting

- 8.1 The Chair shall report to the Board after each meeting on matters within its duties and responsibilities.
- 8.2 The Committee shall work and liaise as necessary with other committees of the Board.

9 Governance and Resources

- 9.1 The Committee shall in its decision making give due regard to any relevant legal or regulatory requirements, and associated best practice guidance, as well as to the risk and reputation implications of its decisions (liaising where relevant with other committees).
- 9.2 In order to ensure the integrity of its decision making, where the Committee is considering any proposal related to the appointment of an individual as an Executive Member, who either
 - i) is a member of the Committee; or
 - ii) was within the previous 12 months a member of the Committee for the purposes of the Chief Executive election, then the Committee shall co-opt at least one additional Elected Board member and one Independent Non-Executive PIC member (in a non-voting capacity) for the specific consultation and decision-making process and that discussion will be chaired by the Independent Non-Executive PIC member provided that the Independent Non-Executive PIC member does not make recommendations.
- 9.3 The Committee shall have access to sufficient resources in order to carry out its duties and have the power to engage independent counsel and other professional advisers and to invite them to attend meetings.

10 Terms of Reference

- 10.1 The Committee shall annually review its Terms of Reference and may recommend to the Board any amendments to its Terms of Reference.