

Terms of Reference

Nominations and Governance Committee

Adopted by the Board on January 2023

1. Introduction

The Shepherds Nominations and Governance Committee assists the Board of the Society (the “Board”) in meeting its obligations under the Friendly Societies Act 1992, the Financial Services and Markets Act 2000 and the Financial Services Act 2012. The Nominations and Governance Committee will always seek to deliver its responsibilities within the Policy framework set by the Board and the applicable parts of the Prudential Regulation Authority and Financial Conduct Authority rulebooks.

2. Purpose

- 2.1 This Committee is established under the Authority of the Board to assist and advise the Board in exercising its governance responsibilities. To ensure that the Board is appropriately constituted and refreshed in line with good corporate governance guidelines having regard to the Society’s status as a mutual.
- 2.2. The Committee shall ensure that the best interests of members and all stakeholders are considered in line the Society’s Consumer Duty policy (including those who are vulnerable or potentially vulnerable) as appropriate to the remit of the work undertaken by the Committee.

- 2.3 To provide a forum for independent oversight of the Executive team in how they implement all internal and external processes related to staffing the business appropriately in accordance with good governance and regulatory requirements.
- 2.4 To ensure that the organisation is staffed by people of good repute and integrity with the appropriate knowledge, competencies and experience to deliver a sustainable business which is member focused and managed to high regulatory standards. To have oversight of the activities and initiatives undertaken to ensure that the Society continues to build and develop its talent pool.
- 2.5 To ensure succession planning is effective for all senior positions.
- 2.6 To oversee the process for identifying, recruiting, and appointing all individuals within the SM & CR Regime and notified Non-Executive Directors in line with regulatory requirements.
- 2.7 To oversee matters of a disciplinary nature in respect of all individuals within the SM & CR regime.
- 2.8 To protect the interests of members and customers at all times.

3. Membership

- 3.1 The Committee will be appointed by the Board and will comprise of at least two Non-Executive Directors, and such Executive as the Board see fit. The Board will nominate one of the Non-Executive members of the Committee as Committee Chair. The CEO and Culture Director attend by invitation;
- 3.2 The Nominations and Governance Committee may invite additional attendees from executive management; and
- 3.3 Any member should have the skills and experience necessary for them to make a useful contribution to the work of the Committee.

4. Meetings

- 4.1 Meetings will normally be held a minimum of three times a year. In case of need, the Committee Chair may call a special meeting of the Committee. Attendance may be in person, by teleconference call, or other form of electronic communication;

- 4.2 If the Committee Chair is unable to attend, then members of the Committee may appoint another Non-Executive member of the Committee to act as Chair;
- 4.3 The agenda will be prepared by the Culture Director and agreed with the Committee Chair. The agenda and support papers will be circulated to all members and invited attendees at least five days before the next meeting;
- 4.4 Minutes of the meetings will be taken by the Culture Director or such other person as the Committee Chair nominates, and will then be circulated to Committee members prior to the next meeting and a Committee report presented to the Board at the next Board meeting;
- 4.5 Two Non-Executive Directors are required to constitute a quorum. No business will be conducted in the absence of a quorum. A meeting will terminate as soon as it becomes inquorate;
- 4.6 The Nominations and Governance Committee may request any attendees to leave the meeting in order that the Committee members can discuss matters confidentially.

5. Responsibilities

The Nominations and Governance Committee is a body that has responsibility for:

5.1 Succession Planning

- a) To take overall responsibility for succession planning in respect of all key regulatory positions in the Society.
- b) To review and make recommendations to the Board at least annually, for Board succession over the longer-term in order to maintain an appropriate balance of skills, experience, independence and diversity on the Board.
- c) To have oversight of the Society's succession plans for key roles not on the Board taking into account the challenges and opportunities facing the Society as well as the future needs of the Board in maintaining an appropriate balance of skills, experience, independence and diversity.
- d) To consider succession planning in the context of contingency, medium and long-term planning.

5.2 **Board Governance**

- a) To be responsible for assessing the performance of the Board as a whole. To review assessments of all Board meetings on an annual basis and implement changes/improvements as required.
- b) To consider an independent Board assessment once every three years to provide additional insight into Board effectiveness.
- c) To monitor that any conflicts of interest are identified and resolved appropriately. This should include monitoring that SM & CR function holders and notified Non-Executive Directors have sufficient time available to meet their commitments to the Society and remain “independent in nature”.
- d) As part of the Committee’s succession planning remit, to have oversight of other Board committees ensuring that members have the required skills and experience and that the appropriate rotation of membership takes place. Such oversight to be undertaken as part of the Board Chair’s annual review process and at other times during the year as appropriate.
- e) To review the Terms of Reference for all Board committees annually to ensure consistency of underlying principles.
- f) To approve any requests from individuals within the SM & CR regime and from notified Non-Executive Directors for taking on additional appointments which may compromise their ability to undertake their responsibilities with the Society.
- g) To review the Board manual annually to ensure that it continues to meet regulatory and good governance requirements.
- h) To review the Board Diversity policy on an annual basis.
- i) To monitor developing trends or initiatives in relation to Board governance issues and the way these may impact the Society and make appropriate recommendations for changes to the Board.

5.3 **Fitness & Propriety**

- a) To ensure that any persons appointed to a SM & CR Regime function or a notified non-executive role meet as a minimum the standards of fitness & propriety as specified in the PRA and FCA rules both on appointment and on an ongoing basis.
- b) To ensure that the Society is keeping appropriate records that demonstrate ongoing fitness & propriety and that the Society is maintaining its Management Responsibilities Map accurately.
- c) To ensure that Board directors are maintaining their knowledge and competencies to allow them to discharge their responsibilities effectively.
- d) To take the lead in respect of ensuring any remedial actions required to improve skills and competencies are delivered successfully.
- e) To take the lead on behalf of the Board in managing any disciplinary processes that may be required.

5.4 **Recruitment**

- a) To be responsible for Board composition and progressive refreshing of the Board by ensuring that there are directors with the appropriate balance of skills, knowledge, experience and diversity on the Board to meet the requirements of current market and regulatory environments.
- b) To take the lead in the recruitment process for Board directors. To be responsible for specifying the role taking into account the existing skills set on the Board as well as the Society's agreed strategic priorities.
- c) To manage an "open market" approach to identifying external candidates.
- d) To lead the selection process and make recommendations to the Board about the preferred candidate.
- e) To oversee the appointment process, ensuring that it complies with regulatory requirements.
- f) To approve the service agreements for all directors.
- g) To have oversight of the Society's overall diversity and inclusion strategy.

5.5 Talent Management

- a) To have oversight of the Society's talent management programme. The Committee will receive an annual report summarising the key metrics and initiatives related to the Society's talent management strategy.

5.6 Climate Change

- a) To have oversight of the implementation of the Society's climate change strategy. To work closely with BRC on the risk related aspects of climate change.

6. Relationship with other Committees

- 6.1 To work together with the Remuneration and Engagement Committee and ensure that the Committee is happy to approve the remuneration packages for the appointments recommended by the Nominations and Governance Committee.

7. Escalation and Reporting Structure

The Nominations and Governance Committee will report directly to the Board.

Matters that are deemed to be outside the responsibilities of Nominations and Governance Committee will be submitted to the Board for consideration and/or guidance.

8. Authority

- 8.1 The Nominations and Governance Committee may inspect any records of the Society and seek information from any of its Employees;
- 8.2 The Nominations and Governance Committee may seek external legal and professional advice if this is required for it to fulfil its duties and responsibilities.
- 8.3 The Nominations and Governance Committee does not have delegated authority from the Board and makes recommendations to the Board for approval.

9. Self Appraisal

On an annual basis the Nominations and Governance Committee should formally appraise its performance against its role and objectives and minute the extent to which it has met its requirements, together with an action plan should any shortcomings be identified.



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