

Group Nomination Committee

Terms of Reference

1. Constitution

- 1.1 The LSBU Board of Governors, SBA Board of Trustees and the SBC Board of Trustees have established a committee of the Boards known as the Group Nomination Committee.
- 1.2 To enable the committee to discharge its duties, it will establish from time to time institutional panels to recruit governors or trustees within the group (paragraph 4 below sets out the role of the panels).

2. Membership

- 2.1 The Nomination Committee and its chair shall be appointed from among the members of the LSBU Board, the SBA Board and the SBC Board.
- 2.2 Membership shall consist of:
 - 2.2.1 up to 5 independent governors of LSBU, one of whom shall be the Chair of the Board;
 - 2.2.2 up to 2 trustees of the SBA Board, one of whom shall be the Chair of the Board;
 - 2.2.3 up to 2 trustees of the SBC Board, one of whom shall be the Chair of the Board; and
 - 2.2.4 the Group CEO.
- 2.3 A quorum shall consist of at least 2 independent governors of LSBU, at least 1 SBA trustee and at least 1 SBC trustee.
- 2.4 The chair shall be the Chair of the LSBU Board.
- 2.5 The committee may, if it considers it necessary or desirable, co-opt members with particular expertise.

3. Frequency of meetings

- 3.1 Meetings shall be held as required.

4. Authority

4.1 For LSBU Board appointments:

- 4.1.1 Under delegated authority from the committee, the LSBU panel recommends potential LSBU independent governors to the LSBU Appointments Committee for approval.

4.2 For SBA Board appointments:

- 4.2.1 Under delegated authority from the committee, the SBA panel recommends potential SBA 'co-opted' trustees to the SBA Board for approval; and
- 4.2.2 The committee approves the appointment of 'LSBU trustees' to the SBA Board.

4.3 For SBC Board appointments:

- 4.3.1 Under delegated authority from the committee, the SBC panel recommends potential SBC 'independent' trustees to the SBC Board for approval; and
- 4.3.2 The committee approves the appointment of 'LSBU trustees' to the SBC Board.

4.4 The committee is the appointing authority for LSBU appointees to subsidiary company boards as appropriate under the relevant company's articles.

4.5 The SBA panel will oversee appointments and succession planning to SBA's SABs and report to the SBA Board

5. Secretary

5.1 The secretary to the Committee will be the Clerk to the LSBU Board or other appropriate person nominated by the Clerk.

6. Duties

6.1 The duties of the committee shall be to:

- 6.1.1 give full consideration to succession planning for governors and trustees, taking into account the challenges and opportunities facing the university, college, schools and group and what skills and expertise are needed on the boards in the future;
- 6.1.2 make recommendations to fill vacancies on the group boards following its authority (under section 4);
- 6.1.3 in the exercise of its functions, have due regard to the benefit of equality, diversity and inclusion in the composition of the Boards;
- 6.1.4 develop and keep under review the criteria for appointment as an independent governor of LSBU, an LSBU-appointed trustee or a co-opted trustee, or an 'LSBU trustee' or an 'independent trustee' of SBC;
- 6.1.5 evaluate the balance of skills, knowledge and experience required for a particular appointment;
- 6.1.6 through the relevant panel, seek the most suitable candidate, through the most appropriate open recruitment method;
- 6.1.7 consider the reappointment of each LSBU independent governor, LSBU-appointed trustee of SBA, co-opted trustee of SBA, or 'LSBU trustee' of SBC or 'independent trustee' of SBC at the end of his or her specified term of office, having regard to that individual's performance and ability to continue to contribute to the relevant Board in the light of the knowledge, skills and experience required, and to approve or recommend reappointment as appropriate;
- 6.1.8 upon a vacancy arising, note the process for the selection of chairs for each Board, including delegation of authority to a special panel;
- 6.1.9 consider how best to 'interlock' the Boards;

7. Reporting Procedures

7.1 The minutes (or a report) of meetings of the Committee will be circulated to the Boards.

Approved by the LSBU Board of Governors on 25 November 2021

Approved by the SBA Board of Trustees on 15 December 2021

Approved by the SBC Board of Trustees on 24 February 2022

Revised by the LSBU Board of Governors on 21 July 2022