Governance Committee

Constitution

The Committee has a minimum of five members, all of whom are to be non-executive directors of the Company and appointed by the Board.

The members of the Committee will appoint its Chair, whose period of office will be four years or if a Deputy Chair of the main Board is appointed. The appointment will conclude when the Director's main Board appointment ceases.

A director's appointment to the Governance Committee, other than its Chair, will run concurrently with his or her term of office as a director of the Company.

The Committee will have a quorum of three.

Committee Membership as at September 2010

1. Professor David Eastwood
2. Professor Dame Joan Stringer
3. Dr Tim Westlake
4. Vacancy
5. Vacancy

Terms of Reference

- To regularly review the structure, size and composition of the Board and make recommendations to the Board with regard to any adjustments that are deemed necessary.
- To be responsible for identifying and nominating for the approval of the Board candidates to fill vacancies as and when they arise under Articles 26.2(e) and 26.2(f).
- To be responsible for identifying the qualities and person specifications in nominees to ensure that a broad and balanced representation is maintained on the Board for directors appointed under Article 26.2(a), 26.2(b), 26.2(c) and, through the Board, to ensure that the appointing organisations are fully briefed on these matters when asking for their nominations.
- To be responsible for identifying the qualities and person specifications to the Board that are needed in candidates for election to the Board under Article 26.2(d), to ensure that a broad balanced representation is maintained on the Board.
- To prepare a description of the role and capabilities required for a particular appointment to the Board.
- To nominate members of the Board to serve on the Audit, Remuneration and Resources Committees.
- To make recommendations to the Board on the removal of a director who has been co-opted or appointed in accordance with Article 26.2(e) and/or 26.2(f).
- To prepare an annual review of the effectiveness of the Board for use in reviewing the structure of the Board.

The Committee will meet at least once a year.

Secretarial

Secretarial support to the Governance Committee will be provided by the Company Secretary.

In Attendance

The Chief Executive
The Director of Resources
The Company Secretary