

NOMINATIONS COMMITTEE

TERMS OF REFERENCE

UCAS ('THE COMPANY')

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1. Constitution

The Nominations Committee ('the Committee') will have up to five members, the majority of which shall be independent trustees of the Company. Committee members will be appointed by the UCAS Board with regard to the specific skills required, and the recommendations that the Committee may make. The Chair of the UCAS Board will be the Chair of the Committee.

2. Term

Unless otherwise determined by the UCAS Board, a trustee's appointment to the Committee will run concurrently with his or her term of office as a trustee of the Company. A trustee's appointment as a member of the Committee shall automatically cease when he or she ceases to be a trustee of the Company.

Co-opted members of the Committee will be appointed for a period of up to four years, and the UCAS Board may extend that period for a maximum of a further four-year period, provided the Committee member still meets the criteria for membership of the Committee. The UCAS Board can remove a co-opted Committee member at any time.

3. Quorum and Voting

The Committee will have a quorum of three, one of whom must be a trustee of the Company.

Decisions at Committee meetings shall be made by a majority vote, and each Committee member shall be entitled to one vote. In the event of an equality of votes at a meeting, the Chair will have a casting vote.

In the absence of the Committee Chair and/or an appointed deputy, the remaining members present shall elect one of themselves to chair the meeting from those who would qualify under these terms of reference to be appointed to that position by the Board. The Chair of the Board shall not chair the Committee when it is dealing with the matter of succession of the Chair of the Board.

4. Duties and Responsibilities

The Committee's mandate is to identify and nominate for the approval of the Board, candidates to fill Board and Committee vacancies as and when they arise. It shall do so pursuant to the Articles of Association of the Company and, where relevant, any subsidiaries of the Company, except as otherwise set out in these terms of reference.

The Committee shall carry out the duties below for the Company, and as appropriate, any subsidiaries of the Company and the group as a whole.

The Committee shall:

- > regularly review the structure, size, and composition (including the skills, knowledge, experience, and diversity) of the Boards and Committees, and make recommendations to the UCAS Board with regard to any changes
- > give full consideration to succession planning for all Board and Committee members in the course of its work, taking into account the challenges and opportunities facing the Company, any subsidiaries of the Company, and the group as a whole, the skills and expertise needed on the Boards and Committees in the future, and the leadership needs of the organisation, with a view to ensuring the continued ability of the organisation to compete effectively in the marketplace
- > oversee the development of succession planning for the role of Chair of the UCAS Board (including liaising with UUK on the succession planning), the role of Chair of any Committees and subsidiaries of the Company, and the role of the Deputy Chair, and make recommendations to the UCAS Board for the appointments thereof
- > oversee the development of succession planning for other Board and Committee members based on the duration of their terms of office, performance, and other relevant factors. In making these plans, the Committee will have regard to the need to ensure that there is an appropriate balance of trustees who are from the higher education sector and at head of education provider level or otherwise, and other independent trustees, as determined by the Articles of Association of the Company
- > regularly review Committee membership, the skills and needs of the Boards and Committees, and identify any skills gaps within the present complement of Board and Committee members, which needs to be addressed by recruitment
- > develop recruitment plans to fill Board and Committee vacancies and oversee all recruitment activities
- > in the Committee's sole discretion and independently, identify and nominate persons to be considered by the UCAS Board to fill Board and Committee vacancies as and when they arise
- > make recommendations on the appointment of any Board or Committee member, and the reappointment of any Board or Committee member at the conclusion of their specified first term of office, having due regard to their performance and ability to continue in the light of knowledge, skills, and experience required, and the need for progressive refreshing of the Boards

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- > before any appointment is made by the UCAS Board, evaluate the balance of skills, knowledge, experience, and diversity on the relevant Board or Committee, and in the light of this evaluation, ensure a description of the role and capabilities required for a particular appointment is prepared. In identifying suitable candidates, the Committee shall:
 - ensure the widest possible choice of qualified candidates for every vacancy are nominated
 - consider candidates from a wide range of backgrounds
 - consider candidates on merit and against objective criteria, and with due regard for the benefits of all forms of diversity on the Boards and Committees
 - take care that the appointees have enough time available to devote to the position
 - use open advertising or external advisors to facilitate the search.
- > prior to the appointment of a Board or Committee member, ensure that the proposed appointee has disclosed any other business interests that may result in a conflict of interest, and shall report any future business interests that could result in a conflict of interest
- > ensure that on appointment to the Boards and Committees, appointees receive a formal letter of appointment setting out clearly what is expected of them in terms of time commitment, Committee service, and involvement outside meetings
- > review the results of the Board performance evaluation process that relate to the composition of the Board and Committees
- > consider any matters relating to the continuation in office of any Board or Committee member at any time
- > make recommendations to the Board concerning:
 - any changes needed to the succession planning process if its periodic assessment indicates the desired outcomes have not been achieved
 - suitable candidates as new trustees and succession for existing trustees
 - any matters relating to the continuation in office of any trustee at any time including the suspension or termination of service of a member of the executive team as an employee of the company subject to the provisions of the law and their service contract.

4.1 The UCAS Council

The Committee shall:

- > review and monitor the membership needs of the UCAS Council and oversee the development of succession plans. In making these plans, the Committee will have regard to ensuring an appropriate range of representation by customer groups and stakeholder interests
- > liaise with the Committee of University Chairs on succession planning for the role of Chair of the UCAS Council.

4.2 Reporting and Performance

The Committee Chair shall report to the UCAS Board on its proceedings after each Committee meeting, on all matters within the Committee's duties and responsibilities.

The Committee shall:

- > regularly review its performance and report annually to the UCAS Board on the work undertaken by the Committee, its performance, constitution, and terms of reference, and recommend any changes it considers necessary to the UCAS Board for its approval
- > make whatever recommendations to the UCAS Board it deems appropriate on any area within its remit where action or improvement is needed.

5. Resources

The Committee shall:

- > have access to sufficient resources in order to carry out its duties, including access to the Company secretariat for secretarial support and other assistance as required
- > keep up-to-date and fully informed about strategic issues and commercial changes affecting the Company, and the markets in which it operates
- > be provided with appropriate and timely training, both in the form of an induction programme for new Committee members and on an ongoing basis as appropriate.

6. Proceedings

The Committee will meet at least once a year, and otherwise as required. Meetings of the Committee will be called by the Company on behalf of the Chair, by notice served on the members of the Committee.

The notice of each Committee meeting with the agenda, and any supporting papers, will normally be sent by the Company to the members of the Committee, and any other person attending the meeting as applicable, no later than five working days before the meeting date.

Committee meetings may be held in person or by suitable electronic means agreed by the members of the Committee, in which each participant may communicate with all the other participants.

The Committee shall work and liaise as necessary with the UCAS Board Committees.

The Chair of the UCAS Board shall not chair the Committee when it is dealing with the matter of succession to the Chairmanship.

In the absence of the Chair of the Committee and/or an appointed deputy at a Committee meeting, the remaining members present shall elect one of themselves to chair the meeting.

7. Minutes

The Company will minute the proceedings of the Committee meetings which will be circulated to all members of the Committee and, following approval by the Chair, to the UCAS Board, unless in the opinion of the Chair it would be inappropriate to do so.

8. Authority and Regulation

In exercise of the powers delegated to it by the UCAS Board, to advise on and recommend to the UCAS Board for approval the above matters, the Committee shall conform to any regulations and financial limits within which it is required to operate, as

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imposed on it by the UCAS Board. The Committee shall not exceed such financial limits without the authorisation of the Board.

The Committee shall not have authority to take decisions on behalf of the Company on any matter but shall make such recommendations to the UCAS Board relating to the above duties as it sees fit from time to time.

The Committee is authorised by the UCAS Board to obtain, at the Company's expense, outside legal or other professional advice on any matters within its terms of reference.

9. In Attendance

The following individuals shall attend the meetings of the Committee:

- > the Chief Executive (non-voting)
- > Minute Secretary.

From time to time other senior members of staff connected with items of business may also be invited by the Chair of the Committee to attend all or part of any Committee meeting. Such members of staff in attendance will not be entitled to vote at any Committee meeting.