

## Nomination Committee report



**Steven McTiernan**  
Chairman of the Nomination Committee

### Composition of the Nomination Committee

The Nomination Committee consists of the Non-Executive Chairman, Mr S McTiernan, and Non-Executive Directors Ms E Headon, Mr G Martin and Mr G Smith.

### Summary of role of the Nomination Committee

The main responsibilities of the Committee include:

- identifying and nominating for the approval of the Board candidates to fill Board vacancies as and when they arise;
- before making an appointment, evaluating the balance of skills, knowledge and experience on the Board and, in light of this evaluation, preparing a description of the role and capabilities required for a particular appointment;
- reviewing periodically the time required from a Non-Executive Director. Performance evaluation is used to assess whether the Non-Executive Director is spending enough time to fulfil his or her duties;
- giving full consideration to succession planning in the course of its work, taking into account the challenges and opportunities facing the Company and what skills and expertise are therefore needed on the Board in the future;

- regularly reviewing the structure, size and composition (including the skills, knowledge, independence, diversity and experience) of the Board and making recommendations to the Board with regard to changes considered advisable; and
- keeping under review the leadership needs of the organisation, both Executive and Non-Executive, with a view to ensuring the continued ability of the Group to compete effectively in the marketplace.

The standard terms of contract with the Non-Executive Directors are available on request from the Company Secretary, at the Company's registered office during normal business hours, and at the AGM (for fifteen minutes prior to the meeting and during the meeting).

### Meetings

The Committee met four times during the year ended 31 December 2017. Details of the Directors' and Secretary's attendance at Nomination Committee meetings are set out on page 54.

The Committee considered the retirement of Ms S Bianchi and the appointment of Mr P Bacchus as a Non-Executive Director. An external recruitment consultant, Armstrong Bonham Carter LLP (which, other than my having acted previously as an unpaid member of its advisory Board; has no other connection with the Company), was engaged to assist the Nomination Committee with a recruitment process, the result of which was the co-option of Mr P Bacchus to the Board in May 2017.

The Committee also considered Board composition and succession planning including the experience required, the search process and the identification of candidates to fill the role of an independent Non-Executive Director. The Committee discussed the process of Board training and induction and, as a result, the Committee will ensure that all new Directors undertake an appropriate induction programme to ensure that they are fully informed about strategic and commercial issues affecting the Company and the markets in which it operates. The Committee reviewed the terms of reference set for the Committee and, as a result, revised terms of reference were adopted by the Board in March 2017.

**Steven McTiernan**  
Chairman of the Nomination Committee  
28 March 2018