

1. The Role of the Nomination and Governance Committee

- a) The Committee is a committee of the Board of Scottish Building Society from which it derives its authority and was established by the Board to review Board constitution, skills, performance, succession plans, directors' elections and the senior management structure, whilst ensuring a commitment to the delivery of good outcomes for customers. The Committee also has oversight of the Society's Corporate Governance arrangements including the Senior Managers and Certification Regime and related Responsibilities Map.

2. Membership and Attendees

- a) The Committee is appointed by the Board. The majority of members of the Committee are independent, non-executive directors of the Society. The Committee consists of not less than three members and a quorum is two members present in person or by video or audio conference.
- b) An independent non-Executive Director must be appointed Chair of the Committee.
- c) The Chair of the Board may be a member of and may also chair the Committee. However, the Chair of the Board will not chair the Committee when it is dealing with the appointment of a successor to the Chair of the Board. The Committee should appoint an alternative from its membership.
- d) Only members of the Committee have the right to attend Committee meetings. Other individuals such as other members of the Executive or Management team may be invited to attend as and when appropriate and necessary.
- e) The Committee may sub-delegate any or all of its powers and authorities as it thinks fit to one or more of its members or the Society Secretary, including, without limitation, the establishment of sub-committees which are to report back to the Committee.

3. Secretary

- a) The Society Secretary or his or her nominee shall act as the Secretary of the Committee.

4. Meeting Governance

- a) The Committee shall meet for the despatch of business as often as it shall find necessary, with expectations of a minimum of two full and formal Committee meetings.
- b) The Secretary of the Committee shall call meetings in accordance with the schedule agreed. Additional meetings may be called by any Committee member..
- c) Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the Committee and any other person required to attend, no later than five working days before the date of the meeting. Supporting papers shall be published on the Board portal for Committee members and emailed to other attendees as appropriate, at the same time.
- d) Meetings of the Committee may be conducted when the members are physically present together or by using the form of video and/or audio conferences.

- e) At each meeting, the Committee shall, review and evaluate any potential or actual conflict of interest of the Committee members.
- f) Questions arising at a meeting shall be resolved by a majority of votes and, in the case of equal votes, the Chairperson of the meeting shall have a second or casting vote.
- g) Written resolutions are permitted but must be undertaken in accordance with the requirements set out in the Society's Rules with written consent required from all Committee members for approval.

5. Minutes of meetings

- a) The Secretary shall minute the proceedings of all meetings of the Committee, including recording the names of those present and in attendance.
- b) Draft minutes of the Committee meetings shall be circulated promptly to the Chairperson of the Committee. Once approved, minutes should be circulated to all other members of the Committee unless it would be inappropriate to do so.
- c) Final signed copies of the minutes of the meetings of the Committee should be maintained for the Society's records.

6. Responsibilities

Succession Planning and Board Effectiveness

- a) To review regularly the structure, size and composition of the Board (including skills, knowledge, experience and diversity and inclusion) and make recommendations to the Board regarding changes, including identifying and recommending to Board candidates as new directors.
- b) To give full consideration to succession planning and to recommend any changes to the succession planning process, for both the Board and senior management positions, oversee the development of a diverse pipeline for succession, taking into account the challenges and opportunities facing the Society, and the skills and expertise needed on the Board and senior management team in the future.
- c) To recommend to the Board, annually which directors should seek re-election under the requirements of the UK Corporate Governance Code.
- d) To consider feedback from the Board Chairperson on the outputs from the Board Appraisal process and review Board effectiveness, taking into account this feedback and any other relevant factors.

Appointment of Directors

- e) To be responsible for identifying and nominating for the approval of the Board, candidates to fill Board vacancies as and when they arise.
- f) Before any appointment is made by the Board, evaluate the balance of skills, experience, knowledge and diversity and inclusion on the Board and, in light of this evaluation prepare a description of the role and capabilities required for a particular appointment. In identifying suitable candidates the Committee shall:
 - i. where appropriate, use open advertising or the services of external advisers to facilitate the search;

- ii. consider candidates from a wide range of backgrounds; and
 - iii. consider candidates on merit and against objective criteria and with due regard for the benefits of diversity and inclusion including gender, social and ethnic backgrounds, and cognitive and personal strengths, taking care that appointees have enough time available to devote to the position.
- g) Prior to the appointment of a director by the Board, other significant time commitments should be disclosed to the Committee and any additional future commitments should not be undertaken without prior approval of the Board Chairperson. The proposed appointee should also be required to disclose any other business interests that may result in a conflict of interest. These must be authorised by the Board Chairperson prior to appointment and any future business interest that could result in a conflict of interest must not be undertaken without prior authorisation of the Board Chairperson. Such matters relating to the Board Chair should be authorised by the Senior Independent Director.
- h) Ensure that, on appointment to the Board, non-executive directors receive an adequate induction process, and a formal letter of appointment setting out clearly what is expected of them in terms of time commitment, committee service and involvement outside Board meetings.
- i) Review annually the time required from non-executive directors. Performance evaluation should be used to assess whether the non-executive directors are spending enough time to fulfil their duties.
- j) Make recommendations to the Board concerning:
- j.1. membership of any other Board Committees as appropriate and in consultation with the chair of those committees.
 - j.2. The re-appointment of non-executive directors at the conclusion of their specified term of office having given due regard to their performance and ability to continue to contribute to the Board.
 - j.3. Any matters relating to the continuation in office of any director at any time including the suspension or termination of service of an executive director as an employee of the Society subject to the provisions of the law and their service contract.

Senior Manager and Certification Regime

- k) To review and approve the Society's policies relating to the Senior Managers and Certification Regime.
- l) To review an assessment of the continued fitness and propriety of Senior Management Function (SMF) holders (including notified Non-Executive Directors) together with the Responsibilities Map at least annually (and when there are any material changes).
- m) To review the roles, capabilities, Statements of Responsibilities and job descriptions of non-executive directors, executive directors and senior management and to make recommendations to the Board regarding changes.

7. Delegated Authority from Board

- a) The Board has a formal schedule of matters that are reserved to it, and it has delegated authority to the Nomination & Governance Committee, as detailed in the Delegated Authority Framework.

- b) In managing the authorities delegated to the Nomination & Governance Committee, the Board shall receive from the Committee Chair a report on proceedings after each meeting on key decisions and discussions within its duties and responsibilities.
- c) The Committee Chair should perform a periodic assessment of whether responsibilities included in the Terms of Reference have been achieved. The results of this exercise should be reported to the Board and appropriate action should be taken where it is identified that responsibilities have not been realised.
- d) The Committee is authorised to make whatever recommendations deemed appropriate on any area within its remit where action or improvement is needed.

8. Other Matters

- a) The Committee is authorised, to seek any information required from any employee of the Society in order to perform their duties.
- b) The Committee is authorised to obtain, at the Society's expense, external legal or other professional advice on any matter within its authority.
- c) Non-material changes to these Terms of Reference can be approved by the Committee Chairperson and noted at the next meeting of the Committee.

Date of approval

January 2024