

## COUNCIL OF GOVERNORS' MEETING

9 FEBRUARY 2017

Paper Title:	Nominations Committee Terms of Reference
Lead Director:	Michael Smith, Chair
Paper Author:	Stella Jackson, Deputy Trust Secretary
Agenda Item:	10
Presented For:	For approval

### PURPOSE OF THIS PAPER:

To provide:

- Proposed amendments to the Committee's terms of reference; and
- Information about the new Committee membership following recent resignations.

### PROPOSED AMENDMENTS:

At a meeting on 28 November 2016, the Council of Governors' Nomination's Committee agreed to recommend to the Council of Governors the following amendments to the existing terms of reference (these are shown in red on the terms of reference at Annex A):

- To incorporate reference to the Committee's role in relation to succession planning. This particular aspect of the Committee's responsibilities is referred to within the FT Code of Governance and it would seem appropriate, therefore, to incorporate it into the terms of reference;
- To reduce the quorum for the meeting from four to three, with a minimum of two Governors and one Director making up the quorum. This would minimise the risk of meetings not proceeding should up to two members of the Committee not be able to attend. It would also ensure the majority of the Committee consisted of Governors; and
- To amend the 'record keeping' section to reflect the fact that copies of minutes are available from the Membership Office rather than via the intranet.

### COMMITTEE MEMBERSHIP

Following the resignation of Val Convery and Barry Eccles, two new appointments have been made to the Committee. The membership now consists of:

Mike Smith (Chair)  
Nadira Mirza (Non-Executive Director)  
Colin Perry (Public Governor, Bradford West)  
David Spencer (Public Governor, Bradford West)  
Michelle Eggett (Public Governor, Bradford South)

**RECOMMENDATIONS:**

That the Council of Governors:

- Approves the proposed changes to the Nominations Committee's terms of reference; and
- Notes the revised Committee membership.