

BRITISH WATERWAYS BOARD

NOMINATION COMMITTEE – TERMS OF REFERENCE

1. **MEMBERSHIP**

- 1.1 The committee shall comprise the Chairman and Vice-Chairman of the Board and at least 2 other members each of whom shall be appointed by the Board.
- 1.2 No member of the committee shall also be a member of both the audit and remuneration committees. The quorum for meetings shall be 2.
- 1.3 The Chairman of the Board shall be the committee chairman. In the absence of the committee chairman the remaining members present shall elect one of their number to chair the meeting.
- 1.4 If a regular member is unable to act due to absence, illness or any other cause, the chairman of the committee may appoint another member of the Board to serve as an alternative member.

2. **ATTENDANCE AT MEETINGS**

- 2.1 The committee may invite the Chief Executive and/or other Board members to attend meetings whenever appropriate.
- 2.2 The Secretary to the Board shall act as the secretary of the committee.

3. **FREQUENCY OF MEETINGS**

- 3.1 The committee shall meet not less than once a year and at such other times as the chairman of the committee shall require.
- 3.2 A meeting of the committee may be called by any member of the committee or by the secretary.
- 3.3 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 prior to the date of the meeting in a timely manner.

4. **AUTHORITY**

- 4.1 The committee shall have the power to employ at BW's expense, the services of such advisers as it deems necessary to fulfil its responsibilities.
- 4.2 The committee is authorised to seek any information it requires from any employee of BW in order to perform its duties.

5. **DUTIES**

The committee shall:

- 5.1 support and advise the Chairman of the Board when consulted by ministers under s.1(2) Transport Act 1962 on the appointment of persons to the Board ;
- 5.2 review the Board composition (its mix of skills, experiences and characteristics) from time to time and may make reports or recommendations (via the Chairman) to ministers;

- 5.3 (if so invited by ministers) prepare a description of the role and capabilities required for a particular vacancy
- 5.4 satisfy itself with regard to succession planning, that the processes and plans are in place with regard to both Board and senior appointments;
- 5.5 review the time needed to fulfil the role of chairman, vice-chairman and Board member by reference to the time specified in any terms of appointment from ministers and (if thought fit) to make representations thereon;
- 5.5 ensure that the Secretary on behalf of the Board has formally written to any appointees, detailing the role and time commitments and proposing an induction plan produced in conjunction with the chairman of the Board;
- 5.6 advise and make recommendations to the Board on any appointments by the Board;

6. REPORTING PROCEDURES

- 6.1 The Secretary shall minute the proceedings and resolutions of all meetings as well as keep appropriate records.
- 6.2 Copies of the minutes of the meetings shall be circulated to all members of the committee, and to the other members of the Board;