

**The Standard Club Limited**  
**Nomination and Governance Committee**  
**Terms of reference**

**1. Membership**

The committee shall consist of not less than four non-executive directors and may include a representative of the managers. The committee shall be appointed by the board.

The board shall appoint the chairman of the committee. In the absence of the committee chairman and/or an appointed deputy, the remaining members present shall elect one of themselves to chair the meeting.

Other than the chairman and deputy chairmen, who may, if elected to the committee, serve during their period of office, appointments to the committee shall be for a period of up to three years, which may be extended for two further three year periods.

**2. Secretary**

2.1 The secretary or its nominee shall act as the secretary of the committee.

**3. Quorum and attendance**

3.1 The quorum necessary for the transaction of business shall be two members. A duly convened meeting of the committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the committee.

3.2 The chairman of the committee may invite other board members or other persons to attend at his discretion.

**4. Frequency of meetings**

4.1 The committee shall meet as required from time to time but at least twice annually.

**5. Notice of meetings**

5.1 Meetings of the committee shall be called by the secretary of the committee at the request of any of its members take place at the request of any of its members.

5.2 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.

**6. Minutes of meetings**

6.1 The secretary shall minute the proceedings, resolutions and recommendations of all meetings of the committee, including recording the names of those present and in attendance.

6.2 Minutes of committee meetings shall be circulated promptly to all members of the committee and, once agreed and if requested by the board(s), to all members of the board(s), unless a conflict of interest exists.

## **7. Duties**

7.1 The committee shall carry out the duties below for the club, its major subsidiaries (excluding The Standard Club Europe Ltd), class committees and the group as a whole, as appropriate:

- Identify, evaluate and suggest to the board candidates for appointment or reappointment as directors, and as members of board and group committees
- Consider succession planning for the chairman and deputy chairmen
- Review the managers' key appointments and succession plans
- Ensure that the managers exercise due diligence to ensure fitness and propriety when appointing to senior executive and key function positions.
- Ensure that the members of the board collectively have the appropriate mix of qualifications, experience and knowledge set out in the board's Fit and Proper policy.
- Ensure that all individuals performing key roles are at all material times fit and proper in accordance with the board's Fit and Proper policy.
- Ensure that the appropriate fit and proper assessments of individuals performing key roles and other personnel are carried out and re-assessed at all material times, in accordance with the Fit and Proper procedures.
- Consider directors retiring by rotation for re-nomination. Directors who have served nine years will be subject to rigorous review
- Maintain a list of potential candidates and discuss with any potential candidate the committee's requirements for nomination
- Review and recommend changes to directors' fees
- Lead the board's periodic self-assessment process
- Review the work carried out between board meetings by the managers
- Evaluate the performance and effectiveness of the managers pursuant to the service level agreement and the management agreement
- Review the level of management costs and assess the appropriateness of the remuneration policy of the managers to ensure that they align with club's interests
- Review, for consideration by the board, the management fee and the allocation of the fee across classes
- Review and report to the board on the governance structure, policies and practices of the company from time to time taking into account best practice

- Such other duties as may be delegated to the committee by the board from time to time.

## **8. Reporting**

8.1 The committee shall carry out the reporting below for the club, its major subsidiaries (excluding The Standard Club Europe Ltd), class committees and the group as a whole, as appropriate:

- The committee chairman shall report formally to the board on its proceedings after each meeting on all matters within its duties and responsibilities
- The committee shall make whatever recommendations to the board it deems appropriate on any area within its remit where action or improvement is needed
- The committee shall compile a report to members on its activities to be included in the company's annual report.

## **9. Other matters**

9.1 The committee shall have access to sufficient resources and training in order to carry out its duties, including access to the managers for assistance as required

9.2 The committee, shall at least once every three years, review its own performance, constitution and terms of reference to ensure it is operating effectively and recommend any changes it considers necessary to the board for approval

9.3 The committee shall give due consideration to laws and regulations including the requirements of the BMA and other regulators

9.4 Nothing herein shall prevent the members of the committee or any one or more of them from meeting informally between themselves and/or with the managers but in such event those present shall not be entitled to make any decisions on behalf of the committee or the board.

## **10. Authority**

10.1 The committee is authorised:

10.1.1 to seek any information it requires from any employee of the managers in order to perform its duties,

10.1.2 to obtain, at the club's expense, outside legal or professional advice on any matter within its terms of reference,

10.1.3 to call any employee of the managers to be questioned at a meeting of the committee as and when required.

Reviewed January 2017