

Nomination Committee - Terms of Reference

Purpose

The Nomination Committee is responsible for the appointment of the Independent Non-Executives to the firm.

In addition, during the elections of the Senior Partner and Managing Partner, the Nomination Committee will review and approve the process before it is shared with Partnership Council. Partnership Council will then take responsibility for overseeing the election process to completion for each role.

Membership

The Nomination Committee will comprise the Members of the Business Interest Oversight Board (BIOB). For the avoidance of doubt this is the Senior Partner, the Ethics Partner, two members of Partnership Council and two Independent Non-Executives.

If any member of the Nomination Committee steps down from their role on BIOB, they will also automatically step down from the Nomination Committee. In such a case, the agreed formal procedure for filling the vacancy on BIOB will be followed, depending on the role held by the outgoing BIOB member. The incoming BIOB member will then automatically be a member of the Nomination Committee.

Chair

The Nomination Committee will be chaired by the Senior Partner, unless the Nomination Committee are considering the Senior Partner role, in which case the Chair will be the Ethics Partner.

Meetings

The Nomination Committee will meet annually but may meet more frequently if required.

The meeting is chaired by the Chairperson who is responsible for compiling the agenda in consultation with the other Committee members.

The Nomination Committee will have the right to invite members of any of the oversight Boards / Committees and/or members of the LT and/or senior operational PMD leads to the meetings if appropriate and with the consent of the Chair.

The Committee will be quorate with a minimum of 4 members attending in person or by telephone, video and other media. When discussing the Senior Partner, the Senior Partner will recuse themselves and the meeting will be quorate if 3 members are in attendance.

There will be an opportunity to declare any actual or perceived conflicts of interest at the start of each meeting. Should any member or the Nomination Committee as a collective believe there is a conflict of interest this must be declared and minuted. If it is agreed that there is a conflict, the affected members must not be present in the meeting for that agenda item. Should one of the Independent Non-Executives be unable to participate in a meeting due to a conflict of interest, an alternate Independent Non-Executive may be asked to join the Committee on a temporary basis.

Matters Reserved

The Nomination Committee have responsibility for the following:

- The process to identify a new Independent Non-Executive
- The review of a bespoke job description to ensure it reflects the required experience, skillset and expertise required from the new Independent Non-Executive bearing in mind the experience and skills of the Independent Non-Executives already appointed and regulatory requirements, including the Audit Firm Governance Code
- The review of a long list of candidates and creating the short list from which to interview, with close regard to the skills required and also the candidates' ability to perform the role (bearing in mind the time commitment required and also the existing demands on the candidates' time, which will be fully disclosed to the Committee).
- The interviewing of candidates (Candidates will also meet other Independent Non-Executives, the Managing Partner and possibly members of Leadership Team)
- Making a recommendation to Partnership Council of a new Independent Non-Executive
- Considering and, where appropriate, approving additional external appointments which an Independent Non-Executive may wish to accept.
- Regularly reviewing the collective skillsets and expertise of the Independent Non-Executives in order to ensure any gaps are identified at an early point and to ensure an appropriate succession plan is in place.
- Setting objectives for each of the Independent Non-Executives and annually evaluating their individual performance against these objectives.
- Review of the process to elect the Managing Partner for recommendation to Partnership Council
- Review of the process to elect the Senior Partner for recommendation to Partnership Council.

Documentation is to be submitted to the Committee a minimum of three days prior to the meeting.

Connectivity with other bodies

All members of the Nomination Committee are members of the Business Interest Oversight Board.

The Senior Partner is a member of Partnership Council.

The Independent Non-Executives are members of the Public Interest Committee.

There are also two members of Partnership Council on the Committee providing an additional direct link to Partnership Council.



Effectiveness of the Committee

There will be an annual self-assessment of the Committee's effectiveness, including a review of the Terms of Reference.

An external review of the Committee effectiveness will be conducted every three years.

Nomination Committee Secretariat

The Nomination Committee Secretariat will support the Chair by helping the Nomination Committee to run effectively including ensuring effective arrangements for presentation of high-quality information on a timely basis with comprehensive minutes and a process to follow up on agreed actions.

Approved by Partnership Council in March 2025