

Nomination Committee - Terms of Reference

These are the terms of reference for the Ordnance Survey Limited Nomination committee (the **committee**) which is a committee of the Ordnance Survey Limited board of directors (the **Board**).

1 Membership, appointment and attendance

1.1 The committee shall comprise at least three members, all of whom shall be non-executive directors of Ordnance Survey Limited (the **Company** or **OS**). All of the following OS directors shall be committee members:

- the non-executive shareholder director;
- the independent non-executive chairman of the Board; and
- the senior independent director.

1.2 Appointments to the membership of the committee are made by the Board and shall be for a period of up to three years, which may be extended for further periods of up to three years, provided the director still meets the criteria for membership of the committee. The membership of the committee and these terms of reference will be reviewed by the Board on at least an annual basis.

1.3 Only committee members have the right to attend committee meetings. Other individuals and external advisers may also be invited to attend for all or part of any meeting, as and when appropriate and necessary.

1.4 Committee Chairmanship

The Board shall appoint the committee chairman who should be either the chairman of the Board or an independent non-executive director. 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 from those who would qualify under these terms of reference to be appointed to that position by the Board. The chairman of the Board shall not chair the committee when it is dealing with the matter of succession to the chairmanship.

2 Secretary

2.1 The Director of Human Resources shall act as the adviser to the committee. The Company Secretary or their nominee shall act as the secretary of the committee (the **Secretary**).

3 Quorum

3.1 The quorum necessary for the transaction of business shall be three, all of whom must be independent non-executive directors.

4 Frequency of meetings

4.1 The committee shall meet at least twice a year and otherwise as required.

5 Notice of meetings

5.1 Meetings of the committee shall be called by the Secretary at the request of the committee chairman.

5.2 All relevant information, including an agenda and supporting papers, shall be sent to committee members and to any other person required to attend and all other non-executive directors who are not committee members, in good time in advance of the meeting.

6 Minutes of meetings

- 6.1 The Secretary shall minute the proceedings and resolutions of all committee meetings, including the names of those present and in attendance.
- 6.2 Draft minutes of committee meetings shall be circulated promptly to all committee members. Once approved, minutes should be circulated to all other Board members unless in the opinion of the committee chairman it would be inappropriate to do so.

7 Shareholder Appointments

- 7.1 Note that, in accordance with the Shareholder Framework Document, the appointments of the OS Chairman, the CEO, Shareholder Director and Deputy Shareholder Director (**Shareholder Appointments**) will be the sole responsibility of the shareholder, rather than the Board. The shareholder will engage with and involve the committee in any process relating to the Shareholder Appointments.

8 Duties

The committee should carry out the duties below for OS and the OS group as a whole, as appropriate. Subject to section 7 above, the committee shall:

- 8.1 Regularly review the structure, size and composition (including the skills, knowledge, experience and diversity) of the Board and make recommendations to the Board with regard to any changes.
 - 8.2 Keep under review the succession plan for executive directors (meaning executives who would be members of Executive Committee) and non executive directors in the course of its work, taking into account the challenges and opportunities facing the Company, and the skills and expertise needed on the Board in the future.
 - 8.3 Keep under review the leadership needs of the organisation, both executive and non-executive, with a view to ensuring the continued success and sustainability of the organisation.
 - 8.4 Keep up to date and fully informed about strategic people issues and commercial changes affecting the Company and the market in which it operates.
 - 8.5 Be responsible for identifying and nominating for the approval of the Board, candidates to fill Board vacancies as and when they arise.
 - 8.6 Before any appointment is made by the Board, evaluate the balance of skills, knowledge, experience and diversity on the Board and, in the light of this evaluation, prepare a description of the role and capabilities required for a particular appointment. In identifying suitable candidates, the committee shall:
 - 8.6.1 use open advertising or the services of external advisers to facilitate the search;
 - 8.6.2 consider candidates from a wide range of backgrounds;
 - 8.6.3 consider candidates on merit and against objective criteria and with due regard for the benefits of diversity on the board, including gender, taking care that appointees have enough time available to devote to the position; and
 - 8.6.4 prior to the appointment of a director, require the proposed appointee to disclose any other business interests that may result in a conflict of interest and to report any future business interests that could result in a conflict of interest.
 - 8.7 Review the results of the Board performance evaluation process that relate to the composition of the Board.
 - 8.8 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.
 - 8.9 Work and liaise as necessary with all other Board committees.
- The committee shall also make recommendations to the Board concerning:**
- 8.10 the terms of formal letters of appointment for non-executive directors, setting out what is expected of them in terms of time commitment, committee service and involvement outside Board meetings;

- 8.11 suitable candidates for the role of senior independent director (who, in the event that the chairman is not a member of the committee, will be responsible for reporting to the chairman in relation to the committee's recommendations);
- 8.12 membership of the (i) audit and risk, and (ii) remuneration committees, and any other Board committees as appropriate, in consultation with the chairman of those committees;
- 8.13 the re-appointment of any non-executive director 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 in the light of knowledge, skills and experience required;
- 8.14 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 Company subject to the provisions of the law and their service contract;
- 8.15 the appointment of any director to executive or other office.

9 Reporting responsibilities

- 9.1 The committee chairman shall report to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.
- 9.2 The committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.
- 9.3 The committee shall produce a report to be included in the Company's annual report about its activities, the process used to make appointments and explain if external advice or open advertising has not been used. Where an external search agency has been used, it shall be identified in the annual report and a statement made as to whether it has any connection with the Company.
- 9.4 The report referred to in 9.3 above should include a statement of the Board's policy on diversity, including gender, any measurable objectives that it has set for implementing the policy, and progress on achieving the objectives.

10 Other matters

The committee shall:

- 10.1 Have access to sufficient resources in order to carry out its duties, including access to the Company secretariat for assistance as required.
- 10.2 Be provided with appropriate and timely training, both in the form of an induction programme for new members and on an ongoing basis for all members.
- 10.3 Give due consideration to laws and regulations, relevant provisions of the UK Corporate Governance Code and any other applicable rules, as appropriate.
- 10.4 Arrange for periodic reviews of its own performance and, at least annually, review its constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.
- 10.5 For the avoidance of doubt (subject to section 7) all of the recommendations of the committee referred to in these terms of reference, shall be made by the committee to the Board, for the Board to reach a final decision on those recommendations.

11 Authority

- 11.1 The committee is authorised by the Board to obtain, at the Company's expense, outside legal or other professional advice on any matters within its terms of reference.