

**BARRATT REDROW PLC**  
**NOMINATION AND GOVERNANCE COMMITTEE - TERMS OF REFERENCE**

**1. Constitution**

The committee is established as a committee of the board and will act in a way which the committee considers to be most likely to promote the success of the company for the benefits of its members as a whole. Code 17

**2. Membership**

2.1 The committee shall consist of the Chair of the Board and all Non-Executive Directors. A majority of the members of the committee shall be independent Non-Executive Directors. Code 17

2.2 Only members of the committee have the right to attend the committee meetings. However, other individuals such as the CEO, the Human Resources Director and external advisers may be invited to attend for all or part of any meeting, as and when appropriate.

2.3 The board shall appoint the committee chair who should either be the chair of the board or an independent Non-Executive Director. In the absence of the committee chair and/or an appointed deputy, the remaining members present shall elect one of their number to chair the meeting. Code 17

2.4 The chair of the board shall not chair the committee when it is considering their succession or in any other circumstance where there is a conflict of interest. In relation to such matters the committee shall be chaired by an independent Non-Executive Director. Code 17

**3. Secretary**

3.1 The Company Secretary or his or her nominee shall act as the secretary of the committee and will ensure that the committee receives information and papers in a timely manner to enable full and proper consideration to be given to issues. The secretary shall ascertain at the beginning of each meeting of the committee, the existence of any conflicts and minute them accordingly. CGI

**4. Quorum**

4.1 The quorum necessary for the transaction of business shall be two, both of whom must be independent Non- Executive Directors. 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. CGI

**5. Meetings**

5.1 The committee shall meet at least four times a year and at such other times as the chair of the committee shall require. Members CGI

may participate by means of telephone or any communication equipment which allows all persons participating in the meeting to speak to and hear each other. A member so participating shall be deemed to be present in person at the meeting and shall be entitled to speak, to vote and be counted in a quorum accordingly.

## **6. Notice of Meetings**

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| 6.1 | Meetings of the committee shall be convened by the secretary of the committee at the request of the chair of the committee or any of its members.   | CGI |
| 6.2 | Unless otherwise agreed with the chair of the committee, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed and supporting papers, shall be forwarded to each member of the committee, (and where appropriate to any other person required to attend), no later than five working days before the date of the meeting. Supporting papers shall be sent to committee members and to other attendees, as appropriate, at the same time. |     |

## **7. Minutes of Meetings**

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| 7.1 | The secretary shall minute the proceedings and resolutions of all committee meetings, including the names of those present and in attendance.  | CGI |
| 7.2 | Draft minutes of committee meetings shall be circulated promptly to all members of the committee, and once approved, minutes should be circulated to all other members of the board unless it would be inappropriate to do so. |     |

## **8. Engagement with Shareholders**

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| 8.1 | The chair of the committee shall attend the Annual General Meeting prepared to respond to any shareholder questions on the committee's activities. | GBE 38 |
| 8.2 | The chair of the committee should seek engagement with shareholders on significant matters related to the committee's areas of responsibility.     | Code 3 |

## **9. Duties**

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| The committee shall generally be responsible for leading the process for board appointments, ensuring plans are in place for orderly succession to both board and senior management positions, for overseeing the development of a diverse pipeline for succession, evaluating the effectiveness of the Board and its committees and overseeing governance matters. In particular the committee shall: | Code 17 |
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### Appointments and Succession Planning

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| 9.1 | be responsible for board recruitment in accordance with these terms of reference and conduct a continuous and proactive process of planning and assessment, taking into account the | GBE 86 |
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Company's strategic priorities, main trends and factors affecting the long term success and future viability of the Company;

9.2	evaluate the structure, size and composition of the board including the balance of skills (including softer skills such as courage, openness, tact, strength of character), knowledge, experience, independence and diversity (including of gender, social and ethnic backgrounds and cognitive and personal strengths), as well as future challenges affecting the business, and in light of this evaluation, identify the gaps that need to be filled and make recommendations to the board with regard to any changes;	GBE 91 & 92
9.3	maintain and review at least annually, a skills matrix for Board members to ensure that the Board, as a whole, has the skills needed to deliver against the Company's strategic objectives;	
9.4	keep under review the leadership needs of the organisation, both executive and non-executive, with a view to ensuring the continued ability of the organisation to compete effectively in the marketplace;	
9.5	keep up to date and fully informed about strategic issues and commercial changes affecting the Company and the market in which it operates;	
9.6	be responsible for identifying and nominating, for the approval of the board, candidates for board appointments;	GBE 92
9.7	prepare a description of the role and capabilities required for any new appointments to the board including the time commitment expected, and in the case of the appointment of a new chair, the need to be available in the event of a crisis or significant event;	GBE 92
9.8	in identifying suitable candidates: (i) use open advertising or the services of external advisers to facilitate the search; (ii) consider candidates from a wide range of backgrounds; (iii) take due account of the matters referred to at paragraph 9.2 above; and (iii) always consider candidates on merit and against objective criteria with due regard for the benefits of diversity on the board;	Code 20 /GBE 94
9.9	ensure that any brief prepared for an external agency is clear and unambiguous;	
9.10	agree the process to be undertaken to identify, sift and interview suitable candidates;	GBE 92
9.11	ensure that the interview process is conducted in a way that candidates with diverse backgrounds are not disadvantaged;	GBE 94
9.12	ensure that all existing Directors have the opportunity to meet any individual recommended for appointment to the board;	

9.13	prior to the appointment of any Director, obtain details of and review any other business interests or significant time commitments the candidate may have to determine whether they would have sufficient time to discharge their duties to the Company effectively and to identify any conflict or potential conflicts of interest with the Company and recommend to the board any terms and conditions on which the conflicts of interest should be authorised;	Code 10 &15
9.14	prior to the board considering whether to approve a Director's external appointment, consider any actual or potential conflicts of interest and whether such Director would continue to have sufficient time to discharge their duties to the Company effectively and make recommendations to the board accordingly;	
9.15	ensure that on appointment to the board, Non-Executive Directors receive a formal letter of appointment setting out clearly what is expected of them in terms of time commitment, committee service and involvement outside board meetings and any additional commitment that may be required in a period of particularly increased activity;	GBE 96
9.16	take an active interest in how talent is managed throughout the organisation;	GBE 100
<u>Evaluating the performance of the Board</u>		
9.17	annually review any conflicts of interest disclosed by Directors and the terms and conditions, if any, on which such conflicts of interest were authorised by the board, together with any new conflicts of interest which may have arisen. Following such review the committee shall make recommendations to the board in respect of authorisation of any new conflicts of interest and any changes required to previous authorisations including, where appropriate, revocation of authorisation;	Code 10
9.18	consider whether any limits should be set on the number and scale of other appointments the chair and other Non-Executive Directors may take on without compromising their effectiveness;	GBE 95
9.19	ensure that there is a formal and rigorous annual evaluation of the performance of the board and its committees, undertaken by an independent external review at least every three years;	
9.20	review the results of the evaluation of the board and its committees and recommend actions to address any developments areas;	
9.21	periodically review progress against actions arising from board and committee evaluations;	
9.22	review the results of the evaluation of the board and its committees so as to inform and influence succession planning,	GBE 109

review skills, assess the composition of the board and its committees and agree plans for filling skills gaps, increase diversity and improve effectiveness;

- 9.23 annually review the time required from, and the independence of, Non-Executive Directors and, where necessary, use the evaluation process to assess whether the Non-Executive Directors are spending sufficient time to fulfil their duties and identify any matters that may affect their independence;

GBE 95 &  
103

#### Governance

- 9.24 review any disclosure relating to conflicts of interest that is to be made public;
- 9.25 review and recommend for approval the Group's Code of Conduct;
- 9.26 review and consider the effectiveness of Board stakeholder engagement activities;
- 9.27 keep under review Group policies, excluding environmental and sustainability policies, to ensure alignment with the Group's purpose, strategy and values and make recommendations as appropriate to the Board;
- 9.28 evaluate the effectiveness of Group policies, excluding environmental and sustainability policies;
- 9.29 oversee implementation of the Group's DEI policy and monitor the impact of initiatives on diversity, and when required, support the Board with challenging the diversity objectives and strategies for the Company as a whole.
- 9.30 conduct deep dive reviews into the Company's culture to assess key themes identified in the culture dashboard;
- 9.31 review community giving and donations;
- 9.32 review regulatory developments and best practice and how it will impact the business;
- 9.33 maintain oversight of the subsidiary governance framework and regulatory control environment;
- 9.34 review compliance against corporate governance reporting and recommend to the Board for approval the Corporate Governance Report for inclusion in the Annual Report and Accounts;
- 9.35 Work and liaise as necessary with other board committees, ensuring the interaction between committees and with the board is reviewed regularly.

FRC 65

The committee (after taking informal soundings from all board members, where it is appropriate to do so) shall also make recommendations to the board concerning:

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| 9.36 | succession plans for Executive and Non-Executive Directors, in particular for the key roles of chair and Chief Executive, and senior management taking into account the challenges and opportunities facing the company, and the skills and expertise needed on the board in the future and the progressive refreshing of the board;  | GBE 97&98                                  |
| 9.37 | Any changes needed to the succession planning process if its periodic assessment indicates the desired outcomes have not been achieved.   | GBE 97                                     |
| 9.38 | Suitable candidates as new directors and succession for existing directors.   |  |
| 9.39 | suitable candidates for the role of Chair;  |  |
| 9.40 | suitable candidates for the role of senior independent director;  |  |
| 9.41 | chairmanship of the Audit & Risk and Remuneration committees, and any other board committees as appropriate;  |  |
| 9.42 | membership of the Audit & Risk and Remuneration committees, and any other board committees as appropriate, in consultation with the chairs of those committees;   | CGI  |
| 9.43 | re-appointment of any Non-Executive Director at the conclusion of their specified term of office, or if need be earlier, having given due regard to their performance and ability to continue to contribute to the board based on the knowledge, skills, experience and diversity required and the need for progressive refreshing of the board;  | CGI  |
| 9.44 | the re-election by shareholders of Directors under the annual re-election provisions of the Code, having due regard to their performance and ability, and why their contribution is important to the Company's long-term sustainable success in the light of the skills, experience and knowledge required and the need for progressive refreshing of the Board, taking into account the length of service of individual Directors, the Chair and the Board as a whole. |  |
| 9.45 | retention of the chair or any other Non-Executive Director for a term beyond nine-years and justification for their continued independence;   | Code 10 &<br>19 / GBE<br>103, 104 &<br>105 |
| 9.46 | 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; and

9.47 the appointment of any director to executive or other office. CGI

## 10. Reporting Responsibilities

The committee shall:

10.1 report formally to the board on its proceedings after each meeting on all matters within its duties and responsibilities; CGI

10.2 make whatever recommendations to the board (having provided informal updates to the non-members, where it is appropriate to do so, via the chair) it deems appropriate on any area within its remit where action or improvement is required and adequate time should be made available for Board discussion when necessary; GBE 62

10.3 produce a report to be included in the company's annual report about its activities, including, but not limited to: Code 23

- (i) the process used in relation to any appointments, its approach to succession planning and how both support developing a diverse pipeline;
- (ii) how the board evaluation has been conducted, the nature and extent of an external evaluator's contact with the board and individual directors, the outcomes and actions taken, and how it has or will influence board composition;
- (iii) the board's policy on diversity and inclusion, its objectives and linkage to strategy, how it has been implemented and progress on achieving the objectives; and
- (iv) the gender balance of those in senior management and their direct reports.

10.4 If an external search consultancy has been engaged, it should be identified in the annual report alongside a statement about any other connection it has with the company or individual directors. Code 20

## 11. Other Matters

The committee shall:

11.1 have access to sufficient resources in order to carry out its duties, including access to the company secretariat for assistance as required; Code 16 & GBE 83

11.2 be provided with appropriate and timely training, both in the form of an induction programme for new members and on an ongoing basis; GBE 81

11.3 give due consideration to laws and regulations, the provisions of the Code and the requirements of the UK

Listing Authority's Listing, Prospectus and Disclosure and Transparency Rules and any other applicable Rules, as appropriate; and

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| 11.4 | arrange for periodic reviews of its own performance and, at least once a year, review its constitution, agenda and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the board for approval. | Code 21 &<br>GBE 63 |
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## **12. Authority**

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| 12.1 | The committee is authorised by the board to obtain, at the company's expense, independent legal or other professional advice on any matters to help it discharge its duties. | GBE 83 |
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