

Nominations Committee

Membership

<u>Name</u>	<u>Organisation</u>	<u>Committee Role</u>
Eliza Manningham-Buller	Chair, Wellcome Trust	Chair and Governor member
Mike Ferguson	Deputy Chair, Wellcome Trust	Deputy Chair and Governor member
Damon Buffini	Governor, Wellcome Trust	Governor member
Chris Bird	General Counsel and Company Secretary	Secretary

Terms of Reference for the Nominations Committee

1. Participation in the Nominations Committee
 - a. The members of the Nominations Committee will be
 - the Chair of the Board.
 - the Deputy Chair of the Board.
 - one scientific Governor.
 - one non-scientific Governor.
 - b. The Chairman of the Board will be the Chairman of the Nominations Committee, subject to paragraph 1d below.
 - c. The Director of Wellcome will attend and participate in the meetings of the Nominations Committee, but will not be a member.
 - d. If the appointment being considered is that of a new Chairman of the Board, the Deputy Chairman will chair the Nominations Committee. The Chairman of the Board and any other member of the Committee who is a potential candidate for that position will not participate in the work of the Committee on that appointment.
 - e. If the appointment being considered is that of a new Deputy Chairman of the Board, the Deputy Chair and any other member of the Committee who is a potential candidate for that position will not participate in the work of the Committee on that appointment.
 - f. If the Committee would not be quorate because of the requirements in paragraph 1c or paragraph 1d above, the Chairman of the Committee for the particular position will appoint, as an additional member of the Committee, a Governor who is not a potential candidate for the position.
 - g. Other persons may be invited to attend for specific items or for the whole meeting at the discretion of the Chairman of the Committee.
 - h. The Head of Legal and Company Secretary will act as Secretary but will not be a member.

2. Responsibilities of the Nominations Committee

The Nominations Committee will:

- a. regularly review the structure, size and composition of the Board of Governors and make recommendations to the Board with regard to any adjustments that are deemed necessary;
- b. prepare a description of the role and capabilities required for a particular appointment;
- c. be responsible for identifying and nominating for the approval of the Board candidates to fill Board vacancies as and when they arise;
- d. be responsible for identifying and nominating for the approval of the Board one or more candidates to fill the positions of Chairman, Deputy Chairman and Governor of the Board as and when vacancies in those positions arise;
- e. make recommendations to the Board of Governors concerning the membership and chairmanship of the following Committees of the Board (and any other Committees designated by the Board from time to time as being within this remit):
 - (i) the Audit Committee.
 - (ii) the Investment Committee.
 - (iii) the Remuneration Committee;
- f. make recommendations to the Board of Governors concerning the appointment of Governors as trustees of the Wellcome Trust Pension Plan (and any other pension plans of the Wellcome or any of its subsidiaries);
- g. approve nominations from Wellcome for major external honours and awards for Wellcome staff, Wellcome grant recipients or other individuals; and
- h. satisfy itself with respect to succession planning that the processes and plans are in place with regard to Board appointments.

3. General Principles

- a. In exercising the powers set out above, the Nominations Committee may seek the advice of external consultants to determine and assess the performance and ability of any candidate prior to an appointment to the Board of Governors.
- b. The Nominations Committee will prepare an annual report of its activities for approval by the Board of Governors and, if so determined, for inclusion in the Annual Report and Financial Statements of Wellcome.
- c. The quorum for the proceedings of the Nominations Committee shall consist of any three members.
- d. The Nominations Committee will meet at least once per financial year to carry out its responsibilities under paragraphs 2a, 2g, 2h and 3b and at such other times as the Chairman of the Committee requires.
- e. If the Chairman of the Committee is not able to attend a meeting, the Chairman of the Committee will be one member elected by the Committee members present.

- f. Subject to the approval of the Chairman and the Secretary of the Committee, the Committee may sub-delegate any of its powers and discretions under this resolution to any sub-committee, any member or members of the Committee or such sub-committee or any other person or persons as it may determine who are qualified by his/her expertise to provide advice to the Committee. The Chairman and membership of any sub-committee shall be proposed by the Chairman and the Secretary of the Committee and approved by the Committee members. The Board of Governors may revoke in whole or in part any such delegation or vary the terms of the delegation. A report of decisions taken by a sub-committee shall be made to the Committee, normally within two months of the meeting but, exceptionally, within three months.
- g. A meeting of the Committee or any sub-committee may be held by a video or audio conference telephone or similar equipment designed to allow each member to take part in the meeting (or by a combination of such media) provided that at all times the number of members participating in such meeting is sufficient to constitute a quorum. A member shall be deemed to participate in a meeting if he or she can hear and be heard by each other member participating in the meeting. All members so participating shall be treated as being present at the meeting for the purpose of determining whether the quorum requirements are fulfilled.
- h. A resolution or decision of the Committee in writing signed or approved by letter, facsimile transmission or electronic mail (or in such other manner as the Committee may approve) by or on behalf of a majority of all the members of the Committee entitled to vote on such resolution or decision and to be counted in the quorum at a meeting of the Committee for the purposes of such resolution or decision shall be as valid and effective as if it had been made or passed at a meeting of the Committee duly convened and held, provided it is approved by a sufficient number of members of the Committee to constitute a quorum. Such a resolution or decision may consist of several documents each signed or approved by or on behalf of one or more members of the Committee.