



Committee members

Alan Dickinson (Chair)

Ian Barlow
June Barnes
Jon Di-Stefano

Key activities in 2019/20

- Appointment of a new independent Non-Executive Director
- Focus on succession plans for senior management
- Oversaw the results of the 2019 Board performance evaluation
- Assessment of compliance with the Modern Slavery Act
- Review of equal opportunities policy monitoring

Key focus areas for 2020/21

- Continued implementation of the recommendations arising from the 2019 Board performance evaluation
- Continued review of succession plans for the Board and senior management
- Development of a succession plan structure for all employees across the workforce
- Development of recruitment practices to further enhance diversity within the Group

Nomination and Governance Committee report

Introduction

I am pleased to present the report of the Nomination and Governance Committee for the year ended 30 September 2020. The report sets out the membership and operation of the Committee together with a summary of its key activities during the year. The report also explains our procedures with regard to the composition of the Board and appointment of new Directors, our approach to succession planning throughout the Group, the measures in place to ensure diversity and equal opportunities in the Group and the 2019/20 Board performance evaluation process. We oversee the recruitment, retention and development processes in place throughout the Group to ensure an effective and diverse succession pipeline and I specifically report on the progress we have made in this area during the year. The Committee also oversees the Group's governance framework and policies on behalf of the Board and the report includes a summary of the governance work the Committee has undertaken during the year.

During the year, on the recommendation of this Committee, the Board appointed Bill Holland to the Board as Non-Executive Director and Chair of the Audit Committee and a summary of his appointment process is found later in this report. We also reviewed membership of the Board committees and recommended the appointment of the Jon Di-Stefano to the Remuneration Committee.

Key responsibilities of the Nomination and Governance Committee

Board composition

Review the ongoing composition of the Board and its committees to ensure an effective structure.

Lead the appointment process for new Directors.

Succession planning and talent management

Ensure adequate plans are in place for effective succession planning at management and Board level.

Review the measures in place for the development and retention of senior management.

Diversity and equal opportunities

Ensure a balance of skills, knowledge, experience and diversity.

Encourage diversity throughout the Group and oversee a diverse pipeline for succession.

Review the Group's equal opportunities monitoring to ensure compliance with Group policies.

Governance

Oversee the Board performance evaluation process.

Review and develop the Group's governance framework and policies.

→ The Committee reviews its terms of reference annually to ensure they are up to date and relevant. Terms of reference:

www.urbanandcivic.com/governance/nomination-committee

Membership and meetings

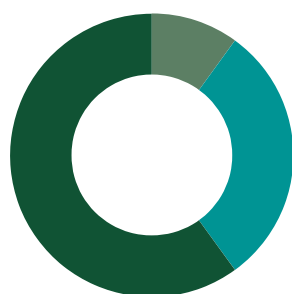
There were no changes to the composition of the Committee during the year, which is reviewed by the Board annually and complies with Provision 17 of the 2018 UK Corporate Governance Code. The Chairman was independent on appointment and the Board considers all other Non-Executive Directors seeking election or re-election to be independent.

Members of the Committee attend all meetings, and their attendance at the four scheduled meetings held during the year ended 30 September 2020 is shown below.

		Independent	Date of appointment to the Committee	Committee tenure as at 30 September 2020	Meetings attended/eligible to attend
Alan Dickinson	Chair	Yes ¹	22 May 2014	6 years 4 months	4/4
Ian Barlow	Member	Yes	1 September 2016	4 years 1 month	4/4
June Barnes	Member	Yes	22 May 2014	6 years 4 months	4/4
Jon Di Stefano	Member	Yes	13 February 2019	1 year 7 months	4/4

1. On appointment.

Board composition

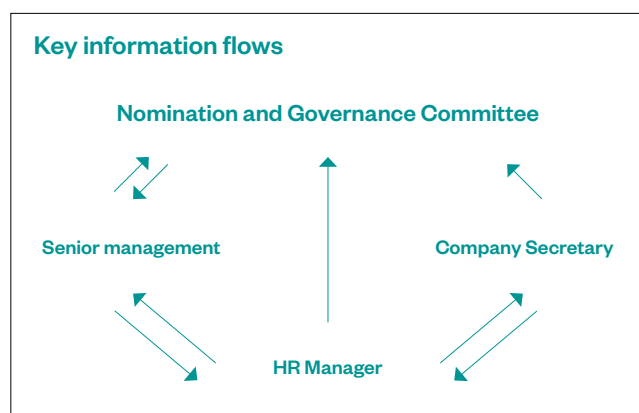


- Non-Executive Chairman (independent on appointment): 1
- Executive Directors: 3
- Independent Non-Executive Directors: 6

Operation of the Committee

- All members of the Committee and the Company Secretary attend the Committee meetings with other Directors, the Group's HR Manager and advisers attending by invitation as required.
- As Chair of this Committee and the Board, I will not chair meetings when dealing with any matters relating to the role of Chair including the appointment of my successor.
- Agenda items are linked to an annual calendar of regulatory and governance discussion items to ensure that the Committee carries out a thorough and effective review of all relevant areas.
- The Group's HR Manager provides comprehensive papers for agenda items where required and ensures that adequate consideration is given to key areas such as succession planning, diversity and equal opportunities monitoring.
- The Committee annually assesses its own performance and a further assessment of the role and effectiveness of the Committee took place as part of the Board evaluation process, as detailed later in this report.

Key information flows



We seek to create an open, diverse and inclusive working environment which we believe will maximise the drive, commitment and performance of our employees to work together in the achievement of our strategic goals.

Alan Dickinson

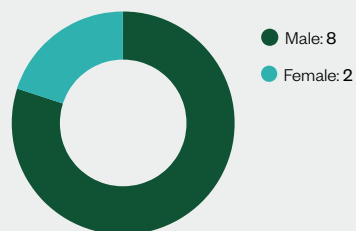
Chair of the Nomination and Governance Committee



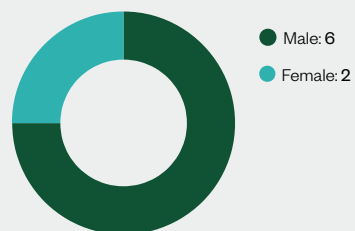
Board and senior management at a glance

Directors

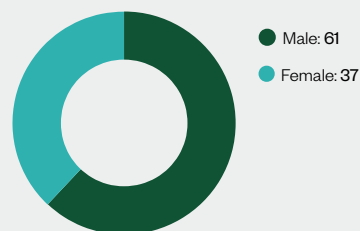
Gender diversity



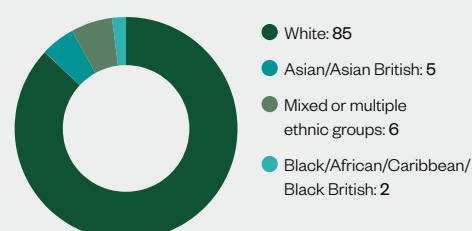
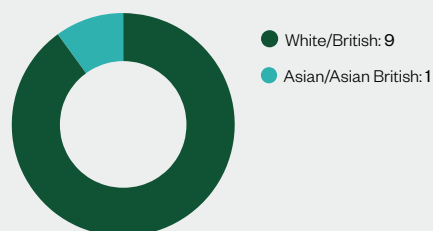
Senior management (EMC members excluding Executive Directors)



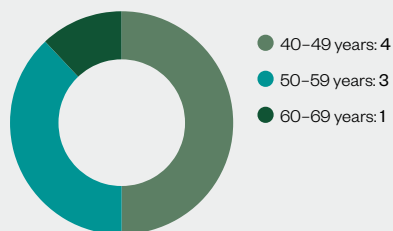
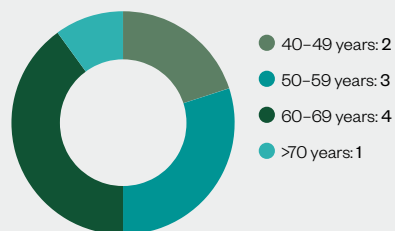
Employees (excluding Executive Directors)



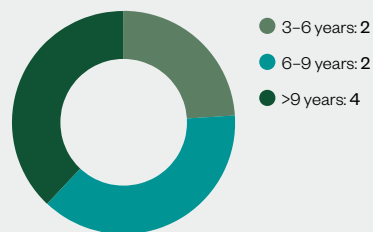
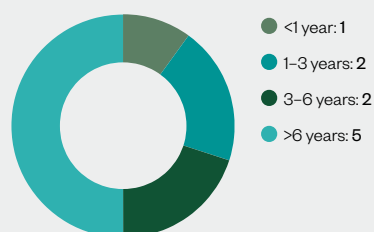
Ethnic diversity



Age diversity



Length of tenure/service



Composition of the Board and Directors' skillset

A summary of the governance and committee structure of the Group is found in the corporate governance report which also summarises the responsibilities of the Board committees (Nomination and Governance, Audit and Remuneration) and key management committees. A more detailed explanation of the role, responsibilities, structure and activities of the three Board committees is found in their respective reports. The governance report also includes a summary of the division of responsibilities between the Chairman, Senior Independent Director and Executive Directors.

The Board consists of a Non-Executive Chairman, who was independent on appointment, three Executive Directors and six independent Non-Executive Directors.

The Committee and the Board consider annually the constitution of the Board and the membership of the committees, assessing the balance of Executive Directors to Non-Executive Directors and the independence of Non-Executive Directors. We also analyse the skills, knowledge, experience and diversity of Directors which we take into account when considering succession planning to ensure diversity of the Board. We are mindful of the need to balance the continuity of Directors to benefit from the experience they have gained on the Board of the Company with the need to have in place effective succession plans to ensure a progressive refreshment of the Board. We are satisfied that both the Board as a whole and individual Non-Executive Directors maintain an effective and constructive relationship with the Executive Directors and

management and that the current composition is appropriate and effective in fulfilling Board responsibilities and ensuring informed boardroom debates.

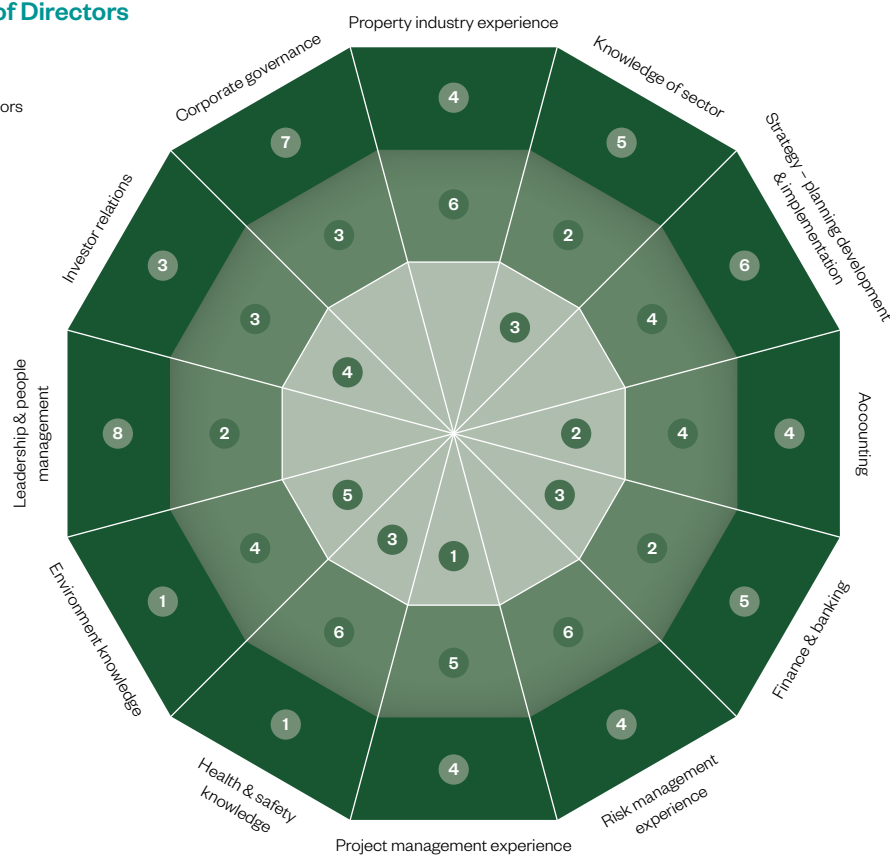
We oversee the Board's composition by an analysis of the Directors' skills and experience, and the strengths and experience of the Board are summarised below. The varied experience of the Non-Executive Directors is gained from a range of business environments. The Non-Executive Directors who hold an executive role in another organisation share current experience and knowledge. More recent appointees have brought additional skills including experience of HR, sustainability and climate change, which complement the Board. The analysis also included a review of the number of appointments held by Directors outside of this Group and the time commitment of these roles. We are mindful of the need to ensure that Directors do not overcommit to roles in addition to their position on the Board of this Company and are satisfied that external appointments held by Directors do not impact their ability to allocate sufficient time to discharge their responsibilities to the Company. Any changes to outside commitments are reported to the Board, following approval by the Chairman. Outside directorships of the Executive Directors are permitted (subject to Board approval) but they are required to devote substantially all their working time to their role at Urban&Civic.

We consider that the Board demonstrates a sufficiently wide range of background, skills and experience and that it provides strong and effective leadership to the Group.

Skills and experience of Directors

Highly experienced

X Indicates the number of Directors with each skillset





Appointment process

The Nomination and Governance Committee leads the process for the appointment of new Directors. Regular reviews of the Board and its committees enable the Committee to identify where a new appointment is needed and to recognise any gaps in skillset and diversity, which will assist the recruitment selection process. It has previously been decided by the Board not to impose a quota relating to gender balance at Board level, but I can confirm on behalf of the Committee that we endeavour to achieve a diverse working environment when considering the appointment of any new Directors. The Board believes that the overriding criteria for selection should be suitability for the role based on independence, skills, knowledge and experience and the ability to promote the success of the Company, in the context of promoting diversity on the Board.

The Committee oversees the selection process by the appointment of a recruitment consultant and preparation of a detailed role specification, the identification of suitable candidates, the initial interview process and eventual recommendation to the Board. Ultimate responsibility for the appointment of Directors and for committee membership remains with the Board. We ensure that any executive search consultant we engage has adopted an industry standard Voluntary Code of Conduct addressing gender and ethnic diversity.

On the appointment of a new Director, a formal letter of appointment or service agreement is issued and for Non-Executive Directors this will contain details of the terms of appointment, including the time commitment of the role. All new Directors are also asked on appointment to declare any interests which may constitute a conflict or a potential conflict of interest and details of these are included on the Company's register of conflicts.

All Directors are proposed for reappointment by shareholders at the first AGM following their appointment and annually thereafter.

Induction and training process

Following the appointment of a Director, an induction programme is organised by the Company Secretary, incorporating meetings with the Board, senior management and key advisers and visits to our Strategic Sites. Each new Director is provided with past Board papers and other induction materials. Learning and development sessions are also organised on a bespoke basis to reflect an individual's specific requirements. Both the Chairman and the new appointee agree the structure of the induction programme to ensure that it is designed to provide a sound understanding of the Group's long-term strategy, business operations and performance and to provide an adequate background for the Director to have an informed participation in Board discussions from an early stage.

Typical induction procedure for a new Director

- Visits to our key Strategic Sites
- One-to-one meetings with all Executive and Non-Executive Directors
- Meetings with senior management
- Meetings with key advisers
- Briefing on the Group's policies and procedures
- Guidance on the legal, regulatory and governance framework of the Group

We maintain ongoing training for Directors as part of their learning and development programme and Directors are encouraged to identify any areas in which they require information, briefings or training. Our Board and committee agendas allow for regular presentations at Board meetings by management and advisers with ad hoc briefings on technical, regulatory or governance matters being arranged where appropriate. Directors' attendance at external seminars, workshops and lectures is actively encouraged, as are visits to the Group offices and operational sites which allow Directors to witness first hand the operations and the progress reported on at each Board meeting.

Appointment of new Director during the year

The appointment process for Bill Holland commenced in November 2019 with the engagement of Russell Reynolds to carry out a search for a suitable candidate to be recruited to fulfil the role of independent Non-Executive Director and Chair of the Audit Committee. Russell Reynolds were mandated to identify a diverse selection of candidates with a wide range of backgrounds and experience. Russell Reynolds did not have any prior connection with the Company or its Directors other than in relation to the previous appointment of Directors.

A job specification was agreed by the Committee and, when a selection of potential candidates had been identified, the Chairman and Ian Barlow, Senior Independent Director and former chair of the Audit Committee, met with Russell Reynolds to discuss suitability and to agree a shortlist. Following an interview and selection process, Bill Holland was appointed to the Board and as Chair of the Audit Committee immediately following the AGM on 6 February 2020.

An induction programme was agreed and commenced immediately on his appointment with a detailed itinerary of meetings arranged with other Board members, members of the senior management team and key advisers, the Group's auditor, BDO, and valuers, CBRE. Bill was provided with comprehensive information to ensure he had a good understanding of recent developments of the Group and the key areas relating to the Group's accounting policies and judgements, financial reporting, risk management and internal controls. Visits to key sites led by senior management will also enable a good understanding of the Group's operations but Bill's appointment to the Board came just a few weeks before the lockdown conditions imposed across the country as a result of the COVID-19 pandemic which unfortunately delayed the programme of visits to the Group's Strategic Sites.



Our work during the year

► Board

- Appointment of a new Non-Executive Director, Bill Holland, in February 2020.
- Oversaw changes to the chairmanship of the Audit Committee prior to the appointment of Bill Holland, as explained further in the report of the Audit Committee.
- Recommendation to the Board that Jon Di-Stefano be appointed as a member of the Remuneration Committee.
- Review of the size, structure and composition of the Board and its committees.
- Assessment of the independence, skills and experience of each of the Directors to ensure a diverse and well balanced Board.
- Review of the Directors proposed for re-election at the AGM and assessment of the contribution of each Director and the reasons why they are important to the Company's long-term sustainable success.

► Succession planning

- Agreed proposals for the expansion of the operational committee structure to enhance the process for the development of senior management as a tool for succession planning.
- Six-monthly review of the mechanisms in place for the Group to retain and develop senior management, considering both financial and non-financial incentives.
- Review of a workforce planning update, setting out the proposed approach for the development of all employees in the Group.

► Diversity and equal opportunities

- Review of the management structure and gender diversity across the Group.
- Review of the employee organogram which sets out reporting lines throughout the Group, enabling the Committee to ensure a diverse pipeline for succession.
- Review of the steps in place for equal opportunities monitoring across the Group to ensure the Group policy is achieving its objectives.

► Governance

- Oversaw the process for the external performance evaluation of the Board and its committees and assessment of its own performance by monitoring compliance with the responsibilities set out in the terms of reference.
- Review of the length of tenure of each of the Directors and recommendation to the Board that Ian Barlow be invited to serve a second three-year term and that Alan Dickinson and June Barnes be invited to serve a third term of three years.
- Oversaw the Group's compliance with the Modern Slavery Act.
- Annual review of policies.

Succession planning and talent management

The Committee regularly reviews the succession plans in place for the Board and senior management and during the year expanded its focus to include the wider workforce. The Group's headcount has grown in recent years and is now of a size that provides employees the opportunity to progress their careers throughout the organisation. The Committee has discussed a workforce succession roadmap setting out a proposed approach for the development of a programme for the future direction and focus for all employees in the Group. The Committee will oversee the development of this programme over the coming year but, below Board level, succession planning is delegated to the senior management team.

The senior management function of the Group has evolved during the year and the creation of two new operational committees is intended to facilitate the development of senior management. The Senior Strategy Group has been created with the key role of providing a dedicated forum for the discussion of strategy and resourcing and to broaden the skills of its members as part of the succession planning process. The New Situations Committee was formed to consider pipeline projects, being those uncontracted or recently contracted, and this structure ensures that the development management team is involved at an early stage in each project and also enables progression through different stages of a project. This also enables the Committee to identify a leadership and talent pipeline. The broadening of the skills and experience throughout the Group and the subsequent development of management will ultimately assist the Committee in formulating a succession plan for the roles of Chief Executive and Managing Director.

The Committee reviews regular reports on the specific initiatives in place to retain and develop senior management. We discuss the processes in place relating to financial and non-financial incentives, career progression tools, learning and development opportunities, involvement across projects and the communication across the Group, both between management and Directors and across teams. The Chief Executive and the Managing Director play a vital role in these discussions.

Having reviewed the progression, talent management and succession plans in place for both Executive Directors and for senior management, we are satisfied that the current processes are appropriate.

We recognise the importance of employee engagement in encouraging staff retention and more information on this engagement, including the Employee Advisory Group, can be found in the corporate governance report. The open culture within the Group means that Non-Executive Directors are able to hold meetings with employees in the absence of management throughout the year and this interaction enables a useful insight into the issues affecting the workforce, which may ultimately impact employee retention. Social distancing restrictions this year have obviously impacted face to face meetings with employees and visits to our projects but we look forward to resuming this programme as soon as it is safe to do so.

The Group's ability to attract candidates for new roles and its turnover rate reflects the success of our employment and retention policies, indicating loyalty and satisfaction with both the working environment and remuneration arrangements. During the year, 21 new employees were appointed (2019: 15) and 13 resigned (2019: 7).



Equal opportunities and diversity

The Board remains committed to the principle of equal opportunity in employment and recognises the importance and value of inclusion and diversity of the Board and across the Group. The Group's diversity policy incorporates the personal responsibility of employees to comply with the policy and to strive towards our diversity objectives, seeking to embed this in the culture of the Group. During the year, we have strengthened our activities in the promotion and monitoring of diversity and equality of opportunity throughout the Group. The HR Manager monitors the effectiveness of the Group's equal opportunities policy to ensure that it is achieving its objectives and the Committee oversees this process.

On joining the Group, all employees are invited to complete an ethnicity and diversity questionnaire, enabling monitoring of the Group's gender make-up and age profiling. Gender and ethnic diversity of the Board, senior management and employees as at 30 September 2020 is summarised in the charts earlier in this report.

The Committee has reviewed the recruitment processes currently used by the Group to ensure that equal opportunities are applied to all and has noted that a variety of routes are followed. These include the use of headhunters, word of mouth, referrals by social networking and the advertisement of all positions internally. We actively engage with recruiters to ensure a diverse candidate selection and monitor compliance with our equal opportunities policy. In-house advertisement encourages internal promotions and also enables employees to notify their associates or contacts of any opportunities. A recruitment tracking system has been established to monitor the gender and ethnic diversity of candidates applying for roles and to assess and monitor the rationale for subsequent recruitment decisions. Guidance is issued to line managers responsible for recruitment to ensure that evaluation and decisions are based on non-discriminatory reasons. This process is overseen by the HR Manager and the recruitment policy provides a framework of consistency to ensure effective management of the recruitment process and that all candidates receive equality of treatment.

The appointment and subsequent development of employees will always be based foremost on merit and the ability to perform in the role but the Group also maintains a strict policy to promote gender, social and ethnic diversity and diversity for all minority groups. We seek to encourage the recruitment, development and retention of a diverse workforce and to eliminate discrimination. However the monitoring of candidates applying for roles at the Group occasionally highlights the challenges faced in addressing gender diversity at the recruitment stage and we acknowledge that diversity of recruitment will always be impacted by the diversity of candidates applying for roles. We are satisfied that all candidates are treated equally but have asked management to further review the Group's recruitment practices to drive greater diversity and the development of the Group recruitment policy is ongoing. The Board and senior management have undertaken to be an inclusive employer and to eliminate discrimination and we seek to ensure that there is no discrimination on the basis of age, gender, race, disability or social background. I will report on this process further in next year's report.

The HR and Learning and Development departments are working together to develop competency frameworks to support consistency in the promotion process which is based on the necessary capabilities, skills and experience for all roles. This also helps to demonstrate routes

of progression, which is a useful tool for monitoring equality of treatment and for succession planning. Documentation and explanatory briefings have been provided to all employees to ensure that the remuneration policies and procedures are understood. This transparency helps to ensure that all employees are treated equally during the compensation process, which is overseen by the Remuneration Committee. The leaver process is also managed centrally to ensure a uniform approach to post-termination treatment. All departing employees are encouraged to participate in an exit interview which includes questions on access to learning and development, opportunities for progression and general views on the approach of management throughout the Group. The leaver process enables any trends to be identified and monitored where necessary.

The appointment of a Group HR Manager last year has facilitated a consistent Group-wide approach to the recruitment and development of employees, ensuring equality and fairness in all employment practices. We do not tolerate any form of discrimination, harassment, victimisation or bullying in our working environment and all our employees are expected to act in accordance with the Group's policies in this regard. The HR Manager reports annually to the Nomination and Governance Committee on the monitoring of the implementation of the Group's diversity and equal opportunities policies, both of which can be found on our website: www.urbandandcivic.com/governance/nomination-committee.

Performance and development

The Board undertakes annual performance evaluations and has committed to carry out an externally facilitated evaluation at least every three years. As reported last year, the Board appointed Belinda Hudson Limited, an independent consulting firm, to carry out an externally facilitated assessment in Q4 2019. Regular evaluations assist the Board in identifying areas for enhancement in overall performance and effectiveness, and support the Directors in their continuous improvement. Belinda Hudson, who carried out the review, has worked with the Board before leading the process for the first external evaluation of the Board carried out in 2017. Her previous involvement and ongoing relationship enabled her to identify the progress made since the previous review and to make recommendations which reflect the Board's history and development. Belinda Hudson has no other connection with the Group or its Directors.

Since the externally facilitated review in 2017 the diversity of the Board has expanded and its composition changed significantly, with the departure of three Non-Executive Directors, the appointment of four new Non-Executive Directors and changes to the chairs of the Audit Committee and the Remuneration Committee. As a result, the dynamics of the Board are ever changing with each newly appointed Director at a different stage on a learning curve. The review demonstrated the importance of the continuity of the Chair of the Board, having held the position since 2016, and the evaluation of his performance recognised his good judgement and strong leadership, providing a clear sense of direction for the Board and the Group.

The approach to the 2019 Board evaluation process was explained in last year's report. It provided a review of the composition and dynamics of the Board and its committees, the extent to which the Board and committees fulfil all aspects of their role and the quality of support provided to them by management. It also included a review of the accountability, information and communication between the Board and its committees and of the Chair's performance.

Board evaluation process

Actions identified	Progress made
Review the information needs of the Non-Executive Directors.	The Non-Executive Directors are encouraged to communicate openly with management on agenda topics and the content of the Board papers.
Consider the scheduling and timing of Board and committee meetings to ensure adequate time for discussion of key issues.	2020 and 2021 timetables were revised to address this point.
Schedule opportunities for the Non-Executive Directors to have discussion without the Executive Directors present.	Non-Executive Directors have held on-line meetings in the absence of the Executive Directors but due to social distancing restrictions this year, opportunities for face to face meetings have been limited.
Ensure that there is continued focus on developing the risk management framework and processes.	The Audit Committee and the Board discuss risk management and related processes at every meeting.
Develop further the leadership development and succession plans.	The Nomination and Governance Committee regularly reviews succession plans for Directors and senior management.
Ensure that the Group culture is articulated and that the Board devotes adequate time to its review.	Initial work has taken place on the monitoring of culture, building on our corporate values.
Ensure that the Board devotes adequate time to a review of sustainability issues.	The Board has approved a sustainability framework which has been adopted throughout the Group.

Timeline

- October 2019**
Research and fact finding
 Analysis of Board and committee papers, governance documents and other information about the Group and its operations.
- October/November 2019**
Interviews
 Interviews with all Directors and the Company Secretary.
- November 2019**
Board observation
 Observation at meetings of the Board and the Nomination and Governance Committee.
- February 2020**
Reporting
 Presentation of the report at a Board meeting, enabling a discussion of the suggestions for development.
- 2020**
Follow-up
 Discussion and implementation of suggested areas for development.

The overall conclusions of the report were that good progress had been made since the previous external evaluation and that the Board continues to work effectively and to engage positively with executive management. Progress included increasingly constructive challenge on the part of the Non-Executive Directors which should contribute to more robust decisions and an improvement in the quality and streamlining of the Board papers. The effectiveness of the committees had also been strengthened. The report highlighted a number of opportunities for further development. The Board discussed these and drew up a list of action points which are summarised above. We continue to progress the suggested action points but full implementation has been hampered by the restrictions in place on face to face meetings in light of the COVID-19 pandemic.

Governance

Non-Executive Directors' length of tenure

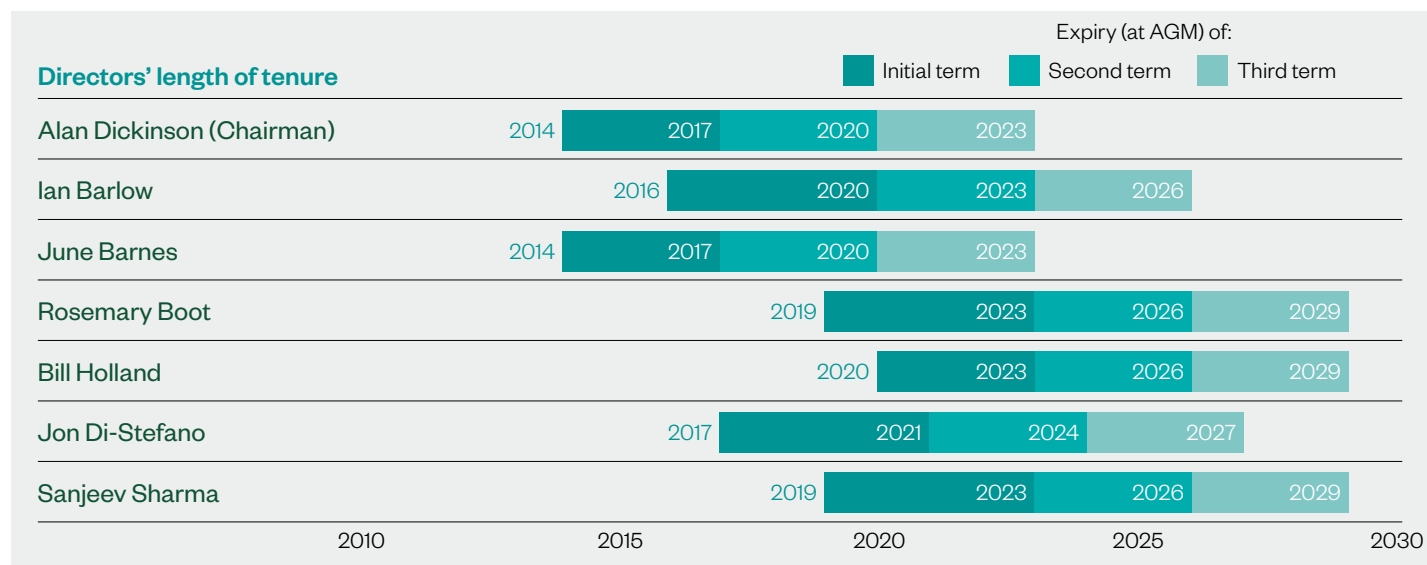
The Committee has considered the tenure of the current Directors and regularly reviews succession plans for the Board to ensure that the refreshment of the Board is properly planned and suitably managed. As part of ongoing succession planning discussions for Non-Executive Directors, the Committee gives due consideration to governance guidelines on length of service. Non-Executive Directors are appointed to the Board for a fixed initial term, from the appointment date to the conclusion of the first AGM taking place after the three-year anniversary of appointment. Non-Executive Directors will typically serve a second three-year term. A third term of up to three years may be served in certain circumstances but this would only be considered following a thorough review of the individual and of the Board composition.

During the year, the Committee recommended to the Board that Ian Barlow be invited to serve a second three-year term and that Alan Dickinson and June Barnes be invited to serve a third term of three years. Subsequent to the year end, on the recommendation of the Committee, the Board has invited Jon Di-Stefano to serve a second three-year term. All appointments are subject to annual re-election by shareholders. A summary of Non-Executive Directors' tenure is overleaf.



Governance continued

Non-Executive Directors' length of tenure continued



Policies

During the year, as part of its annual review of governance, the Committee carried out a review of the following Group policies and recommended their approval to the Board:

- diversity policy;
- equal opportunities policy;
- anti-corruption and bribery policy;
- gifts and hospitality policy;
- whistleblowing policy;
- share dealing policy; and
- charitable donations policy.

We intend to oversee a review of all Group policies later this year, undertaken by a third party, to ensure that these all reflect any updated legislation, guidelines and best practice. Any policy updates arising from this review will be presented to the Committee for consideration, prior to approval by the Board.

Terms of reference

The Committee reviewed and approved the following:

- Nomination and Governance Committee terms of reference;
- schedule of matters reserved for the Board;
- roles and responsibilities of the Chairman, Senior Independent Director and Executive Directors; and
- Executive Management Committee terms of reference.

Minor amendments to the Committee's terms of reference were approved. The Audit Committee and Remuneration Committee reviewed their own terms of reference during the year.

Modern Slavery Act compliance

We discussed a report setting out an overview of the Group's compliance with modern slavery regulations, following a review carried out by a third party. The paper identified any potential risk areas within the Group and its supply chain and set out key action points to enhance procedures. We recognise the importance of embedding modern slavery awareness and compliance throughout the Group and, to that end, all employees have been required to undertake appropriate training.

Annual General Meeting

The AGM will only be scheduled if the acquisition by the Wellcome Trust has not completed by March 2021. If held, all Directors will offer themselves for election or re-election at the AGM.

The Nomination and Governance Committee has assessed the skills, knowledge and experience of each of the Directors and has concluded that they continue to be effective and to demonstrate commitment to their role. The Board considers that each individual Director provides valuable input to the operation of the Board and that their contribution is important to the Company's long-term sustainable success, bringing a diverse range of skills from different sectors and experience, as summarised earlier in this report. Further biographical information on all Directors can be found on pages 66 and 67 and, in accordance with the UK Corporate Governance Code, the notice of AGM, if held, will set out the contributions and reasons for re-election and reappointment of each Director.

We can confirm to shareholders that the Directors have the necessary attributes and time to continue to discharge their duties effectively.

The year ahead

We will continue to give full consideration to the structure of the Group's succession plans, including those at Board level, for senior management and throughout the workforce and we will seek to progress our programme of continued refreshment of the Board. The Committee is responsible for the monitoring of compliance with the Group's equal opportunities and diversity policies and we will continue to encourage diversity by overseeing recruitment and employment practices designed to further enhance diversity within the Group. We will also oversee and monitor the ongoing implementation of the recommendations arising from the 2019 Board performance evaluation process.

Alan Dickinson
Chair of the Nomination and Governance Committee
4 December 2020