

**TERMS OF REFERENCE
FOR THE
CHAIRMAN'S NOMINATIONS COMMITTEE
OF THE PARTNERSHIP BOARD**

(approved by the Partnership Board on 21 November 2013)

Membership The Committee will be made up of at least five members comprising the Chairman of the Board, two Elected Directors (recommended by all Elected Directors) and two Non-Executive Directors

Appointments Members of the Committee will be appointed and removed by the Board, upon a recommendation from the Chairman of the Board.

Chairman of the Committee The Chairman of the Board will be the Chairman of the Committee. In the absence of the Chairman of the Board, the meetings will be chaired by a deputy appointed by the Chairman of the Board or failing that the remaining members present will elect one of themselves to chair the meeting. The Chairman of the Board will not chair meetings of the Committee when it is dealing with the matter of succession to the chairmanship of the Partnership.

Secretary of the Committee The Company Secretary or a nominee appointed by the Company Secretary will act as Secretary to the Committee.

Quorum The quorum necessary for the transaction of business will be three members, to include the Chairman of the Committee (or his appointed deputy), and at least one Elected Director and at least one Non-Executive Director.

A duly convened meeting of the Committee at which a quorum is present will be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

Authority The Committee is authorised by the Board to:

- (a) investigate any activity within its terms of reference;
- (b) seek any information it requires from any Partner (all such requests for information should be channelled through the Director of Personnel);
- (c) obtain independent professional advice.

Meetings and Reporting

1. The Committee will meet at least twice a year, and at such other times as the Chairman of the Committee may require.
2. Only members of the Committee will have the right to attend Committee meetings. However, the Director of Personnel and Director of Legal Services and Company Secretary will be invited to attend meetings on a regular basis and other non-members may be invited to attend all or part of any meeting as and when appropriate and necessary.

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3. The Committee will report its activities, observations and recommendations to the Board, normally through tabling its draft minutes at the next following Board meeting.
4. The Chairman of the Committee will convene a meeting upon the request of any Committee member who considers it necessary.
5. The Committee will review annually its terms of reference and its own effectiveness and recommend any necessary changes to the Board.

Responsibilities

6. The Committee's responsibilities are to support the Chairman to ensure that:
 - (a) there is a formal, rigorous and transparent process for the appointment of new directors to the Board (people of ability and integrity who are committed to working together and to support the Partnership's Principles);
 - (b) there is a formal, rigorous and transparent process for the succession plans for new directors to the Board; and
 - (c) that appropriate development and training is provided to enable each Board member to fulfil their accountabilities as a member of the Board.

Duties

The Committee will carry out the duties below.

Appointment of the Chairman

7. The Committee will oversee the process of nominating and appointing the Chairman of John Lewis Partnership Trust Limited (hereafter "Chairman" or "Chairman of the Partnership"). The Committee will, following consultation with the Chairman, inform the Board concerning the plans, and the process, for succession regarding the role of Chairman of the Partnership, which process will take place and be concluded at least six months prior to the retirement from post of the current Chairman and will include:
 - receipt of nominations/suggested candidacies from the Chairman;
 - advice from the Director of Personnel, Executive Directors, Partners' Counsellor and external consultants as appropriate (except that no advice may be received from a prospective candidate);
 - an evaluation by the Committee of prospective candidates;
 - provision of a commentary to the Chairman regarding the suitability of prospective candidates; and
 - the Chairman's final decision and recommendation.
8. The Committee will receive confirmation annually from the Chairman that a sealed nomination of his successor is lodged with a bank in accordance with the Articles of John Lewis Partnership Trust Limited. The Committee will not be provided with the identity of the nominee. Where the appointment of a successor to the Chairman of the

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Partnership is made in accordance with the provisions of the Articles of Association of John Lewis Partnership Trust Limited, the Committee will oversee the appointment of a successor in accordance with those provisions.

Appointment of the Deputy Chairman

9. The Committee will oversee the process of nominating and appointing the Deputy Chairman of John Lewis Partnership Trust Limited (hereafter "Deputy Chairman" or "Deputy Chairman of the Partnership"). The process will include:
- the receipt by the Chairman of nominations for the role of Deputy Chairman;
 - advice from the Director of Personnel, external consultants and others as necessary;
 - provision of a commentary to the Chairman regarding the suitability of prospective candidates against the role and capabilities and personal profiles; and
 - the Chairman's final decision regarding the appointment of Deputy Chairman.

Appointment of Executive Directors and Company Secretary

10. The Committee will oversee the process for selecting and recommending candidates for appointment as Executive Directors or Company Secretary. If an appointment is made from within the Partnership, the Committee will oversee that appropriate account is taken by the Chairman of the Partnership's senior succession plans. If an external appointment is to be made the Committee shall oversee the external recruitment process and will ensure that as appropriate:
- a profile is prepared of the role and capabilities required for a particular appointment;
 - a profile is prepared of the personal attributes required from candidates to fulfil the position and as outlined in the Partnership's Constitution;
 - the use of open advertising or the services of external advisers to facilitate the search;
 - consideration of candidates from a wide range of backgrounds;
 - consideration of candidates on merit and against objective criteria, and with due regard for the benefits of diversity on the Board, including gender;
 - that candidates display the right capabilities and attributes described in the role and capabilities and personal profiles.

Non-Executive Directors

11. The Committee will oversee the recruitment process and make recommendations to the Board concerning the appointment of any non-executive director, such recommendation to be supported by the Chairman, following:

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- an evaluation of the balance of skills, knowledge, experience and diversity on the Board, and the preparation of a description of the role and capabilities required for a particular appointment;
 - preparation of the personal attributes required from candidates to fulfil the position and as outlined in the Partnership's Constitution;
 - consideration of 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;
 - consideration that candidates display the right capabilities and attributes described in the role and capabilities and person attributes profiles.
12. The Committee will make recommendations to the Board concerning 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, (particularly in relation to directors being re-elected for a term beyond six years) such recommendation to be supported by the Chairman.

Succession Planning

13. The Committee will ensure succession plans are in place for directors and other senior executives (at levels 1 and 2 of the Partnership's senior management team), and receive assurance half-yearly on the breadth of talent, the pipeline and the investment in the plans to meet the challenges and opportunities facing the Partnership, and the skills and expertise needed on the Board in the future.

Board Development and Training

14. The Committee will monitor the ongoing training and development requirements of the Board directors, both individually and as a whole, in order to ensure that they fulfil their statutory responsibilities. In conjunction with the Company Secretariat, advise the Board and individual directors as appropriate of areas identified for development with a view to enhancing the performance of the Board.

Board Evaluation

15. The Committee will review the results of the Board performance evaluation process that relate to the composition of the Board and its Committees, recommending changes to the Chairman regarding the structure, size, composition and balance of the Board (including skills, knowledge, experience and diversity).