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# Nomination and Governance Committee Terms of Reference

March 2026



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UK

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# 1. Constitution, Purpose and Conduct

- 1.1 The Nomination and Governance Committee (**Committee**) is constituted as a committee of the Council of Trustees (**Council**) of Cancer Research UK (the **Charity**). These terms of reference set out the authority and responsibilities of the Committee, as delegated to it by Council. The Committee performs its role by providing independent oversight to Council.
- 1.2 The Committee's purpose is to:
- (i) Manage succession planning for Council and Committees, lead on recruitment for Trustees (including the Council Chair and Committee Chairs) and Non-Trustee Committee Members and make recommendations to Council for Council and Committee appointments;
  - (ii) Review all matters within its remit relating to the Chief Executive Officer (**CEO**) including remuneration, succession planning and recruitment;
  - (iii) Ensure that the Charity has the Trustees and Non-Trustee Committee Members it requires, both now and in the future, in order for Council and its Committees to be able to effectively govern the Charity. In particular, the Committee is responsible for assessing and nominating Trustees and Non-Trustee Committee Members to Council; and for maintaining the right mix of skills, knowledge, experience, independence and diversity on Council and its Committees to support delivery of the Charity's strategy taking into account the challenges and opportunities facing the Charity, its strategic aims and ambitions and the skills and expertise needed at Council in the future;
  - (iv) Oversee an open, formal, inclusive and transparent recruitment process and in accordance with the following recruitment principles:
    - Council will regularly consider the skills, knowledge, experience, and diversity it needs to govern, lead and oversee delivery of CRUK's purpose effectively. Council will seek to reflect this in its Trustee and Non-Trustee Committee Member appointments, balancing the need for continuity with the need to refresh Council.
    - Appointments will be made on merit against objective criteria including skills, experience and competencies.
    - Council will adopt an open, formal, inclusive and transparent process for all Trustee and Non-Trustee Committee Members, in the way that new Trustees and Non-Trustee Committee Members are appointed to the CRUK Council and Committees;

- (v) Monitor the effectiveness of the Charity's Council and its Committees; and
  - (vi) Make recommendations in respect of admission and re-admission of CRUK Members.
- 1.3 The Committee shall in the course of its proceedings conduct itself in accordance with the Charity's Values, Code of Conduct and Code of Ethics.

## 2. Membership and Attendance

- 2.1 All Trustee members of the Committee shall be appointed by Council, on the recommendation of the Committee. There should be no fewer than three members of the Committee who shall be Trustees. The Chair of the Committee shall be the Chair of Council and shall be appointed as Committee Chair by Council. Ideally, at least one Trustee member should have a scientific, scientific research or medical background.
- 2.2 The Committee may, if it considers it necessary or desirable, co-opt Non-Trustee Committee Members with expertise to the Committee. Non-Trustee Committee Members shall be appointed by Council, on the recommendation of the Committee.
- 2.3 As the responsibility of the Committee evolves the Committee Chair will re-evaluate, at least annually, the members' competencies and the overall balance of skills on the Committee in response to emerging needs and to ensure an appropriate mix of skills.
- 2.4 Any Trustee who is not a Committee Member may attend a meeting of the Committee as an observer at the invitation of the Committee. The Committee Secretary should be informed who shall, in turn, inform the Chair of the Committee.
- 2.5 The Chief Executive Officer and other non-members, including Executive Directors and managers, may be invited to attend where business relevant to them is to be discussed. The Committee Chair will determine the need for closed sessions and attendance at such sessions.

## 3. Length of Service

- 3.1 Members (Trustees and Non-Trustee Committee Members) shall serve on the Committee for a maximum of 2 terms (subject to the limited exception below). In the case of Trustee members, this shall consist of a maximum initial term (of approximately three years) commensurate with their initial term as a Trustee,

after which they may be reappointed by Council for a further term of three years (commensurate with their second term as a Trustee). In the case of Non-Trustee Committee Members, this shall consist of a maximum initial term of three years, after which they may be reappointed by Council for a further term of no more than three years. If a Trustee is, by exception, reappointed for a third term as a Trustee (in accordance with the Charity's constitution), such Trustee may be appointed for a third term of no more than three years (commensurate with their third term as a Trustee), with the approval of Council. Continuance of Committee members (Trustees and Non-Trustee Committee Members) shall be reviewed, at the very least, prior to their reappointment for a further term.

- 3.2 Where possible, changes in membership should be phased to provide continuity.
- 3.3 Trustee members shall retire automatically from the Committee on ceasing to be a Trustee.

## 4. Secretariat

- 4.1 The Company Secretary or their nominee shall act as the Committee Secretary. The Secretariat function shall ensure that the Committee receives information and papers in a timely manner to enable full and proper consideration to be given to issues.

## 5. Quorum and Voting

- 5.1 The quorum necessary for the transaction of business is two Trustee Committee members. 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
- 5.2 Each Trustee shall have one vote. No resolution shall be passed unless the majority of Trustee Committee members present and in attendance vote in favour of the resolution. In the event of an equal vote, the Committee Chair (or in their absence, the chair of the Committee meeting in question) shall have the casting vote. Non-Trustee Committee Members shall not have voting rights.
- 5.3 In time sensitive circumstances, the Committee may approve matters between meetings by written resolution, including by email, provided that all Committee members have been given the opportunity to consider the proposal and at least 75% of Trustee Committee members confirm their agreement in writing. Any decisions taken in this way shall be reported to the next scheduled Committee meeting.

## **6. Meetings**

- 6.1 The Committee shall meet at least three times a year at appropriate times and at such other times as the Committee Chair shall require. Meetings of the Committee shall be called by the Committee Secretary at the request of the Committee Chair, or any of the Committee's other Trustee members.
- 6.2 Unless otherwise agreed 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 Committee member and to any other person required to attend, no later than five working days before the date of the meeting.
- 6.3 The Chair of the Committee shall chair meetings of the Committee. In the absence of the Committee Chair or their appointed deputy, the remaining Trustee members present shall elect one of themselves to chair the meeting.

## **7. Minutes of Meetings and reporting procedures**

- 7.1 The Secretary or their delegate shall minute the proceedings and resolutions of all Committee meetings including the names of those present and in attendance.
- 7.2 Minutes of Committee meetings shall be reviewed by the Committee Chair and circulated promptly to all Committee members. A report of each meeting of the Committee will, where possible, be circulated to the next Council meeting.
- 7.3 The Committee Chair (or their designate, where necessary or appropriate) will report to Council following each Committee meeting.

## **8. Annual General Meeting**

- 8.1 The Committee Chair shall attend the Annual General Meeting of the Charity to respond to any questions on matters within the scope of the Committee's responsibilities. In the event that the Committee Chair is unavailable to attend the Annual General Meeting, they shall designate an alternate member of the Committee to attend on their behalf.

## **9. Duties**

The duties of the Committee are to:

### ***Composition of Council***

- 9.1 Regularly review the structure, size and composition (including the skills, experience, knowledge, independence and diversity) of Council, taking into account the opportunities and challenges facing the Charity, its strategic aims and ambitions and the skills and expertise needed at Council in the future;
- 9.2 On the basis of such reviews, to make recommendations with regard to any changes including the experience, skills and capabilities required for any new Trustee role or composition of any Committee, balancing the need for continuity, with the need to refresh Council and taking into account Council and Committee succession planning needs and the external context (whether economic, financial, regulatory or otherwise) and including without limitation as set out in 9.3;
- 9.3 Recommend to Council any dedicated specialist roles to provide oversight to address a specific need (for example, safeguarding) including whether there is an appropriate Trustee for such role or recruitment is needed to bring onto Council and/or its Committee a specific skillset to fill such role, whether as a Trustee or Non-Trustee Committee Member;

### ***New Appointments***

- 9.4 Lead the process for the recruitment and appointment of all new Trustees, Non-Trustee Committee Members and the Chief Executive Officer ensuring there is rigour in the recruitment and nominations process for appointment. Such process shall always be open, formal, inclusive and transparent, including open advertising and, if the Committee deems appropriate, shall involve the engagement of an external search or recruitment consultancy;
- 9.5 Be responsible for identifying and recommending candidates, based on merit against objective criteria including behaviours and competencies, for approval by Council for appointment as Trustees and Non-Trustee Committee Members and for the appointment of the Chief Executive Officer. The Committee shall be responsible for recommending appointments to Council Committees (in consultation with respective chairs of Committees), advisory boards and subsidiary/associate undertakings to Council for its approval. The Committee shall also be responsible for making recommendations to Council on the re-appointment of any Trustee and Non-Trustee Committee Member to Council and to Council Committees at the conclusion of their specified term of office;
- 9.6 Oversee an effective due diligence process in respect of new Trustees and Non-Trustee Committee Members recommended for appointment and be responsible for approval of satisfactory due diligence and reference checks on new Trustees and Non-Trustee Committee Members. The Committee shall refer such matters to Council, as appropriate, when such due diligence/reference checks raise significant queries or concerns;

9.7 Embed the Charity's commitment to diversity and equality in its recruitment arrangements for Trustees, Non-Trustee Committee Members and the Chief Executive Officer;

9.8 Maintain a running list of prospects for potential Trustees and Non-Trustee Committee Members;

### ***Induction, Mandatory Training and Continuing Engagement***

9.9 Oversee the induction programme for Trustees and Non-Trustee Committee Members, receiving recommendations on the induction from management each year and taking into account feedback from Trustees and Non-Trustee Committee Members;

9.10 Oversee any mandatory training programme for Trustees and Non-Trustee Committee Members;

9.11 Receive an annual update from the Chair on the themes arising from the annual appraisals of the Trustees and the CEO with the Chair and for the Committee to make any recommendations arising therefrom to Council;

9.12 Receive an annual update from Committee Chairs on the themes arising from the annual appraisals by Committee Chairs of Non-Trustee Committee Members who are members of their Committee;

### ***CEO Remuneration and Succession***

9.13 Review and recommend to Council for approval the policy framework for determining the remuneration (including pension arrangements) of the Chief Executive Officer;

9.14 Approve the remuneration package of the Chief Executive Officer, following recommendation from the Council Chair;

9.15 Ensure there is an orderly and documented succession plan in place for the Chief Executive Officer; and

9.16 Approve any proposed compromise agreement with the Chief Executive Officer.

### ***Members***

9.17 Make recommendations to Council on the admission and readmission of Members, for onward recommendation by Council to the CRUK Members;

### **Governance**

- 9.18 Monitor the division of decision-making arrangements between CRUK Members, Council and Council Committees (including the scheme of delegation delegating authority by Members and/or by Council to management); and make recommendations to Council regarding the same to support the Charity to operate effectively and efficiently.

### **Policies**

- 9.19 (i) Review and/or being consulted on (as relevant) any material changes to the policies/requirements, as set out in the Appendix;  
(ii) Keep under review the application of the Conflict of Interest Requirement(s), insofar as it relates to Trustees, Non-Trustee Committee Members and the CEO (including review of any conflicts of interest referred to the Committee by the Company Secretary); and  
(iii) The Committee will have oversight of any investigation into any alleged breach of any Code, Key Policy or Requirement by a Trustee, Non-Trustee Committee Member or the Chief Executive Officer and report to the Council on the same, subject, at all times, to the Charity's policies/processes regarding serious complaints made against senior management and/or Trustees;

### **Charity Governance Code:**

- 9.20 (i) Reviewing and monitoring compliance by the Charity with the Charity Governance Code; and  
(ii) Make recommendations to Council of, and oversee progress against recommendations approved by Council on improving Council effectiveness (whether in response to internal reviews/audits or external effectiveness reviews), update Council on progress and make any recommendations relating to the same;

### **Equality, diversity and inclusion (EDI):**

- 9.21 (i) Reviewing the Charity's plans and programmes under the Charity's EDI strategy as it relates to ensuring diversity and inclusion at the level of Council and its Committees;  
(ii) Assisting Council in its periodic EDI training and in understanding Council's responsibilities regarding EDI insofar as it relates to the Charity's EDI strategy.

## **10. Delegated Authority**

The Committee is authorised by Council to:

- 10.1 Seek any explanatory information that it deems necessary or reasonable to discharge its responsibilities, including unrestricted access to management, employees, contractors and volunteers of the Charity and relevant information it considers necessary to discharge its duties. The Committee will also have unrestricted access to records, data and reports and the Charity's management and staff shall cooperate with requests of the Committee; and
- 10.2 Obtain independent professional or legal advice as necessary, within reasonable financial limitations and in accordance with the Charity's expenditure policy and processes.

## 11. Other

- 11.1 The Committee shall, at least once a year, review its own performance, constitution and these terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to Council for approval. In any year when Council is conducting an external effectiveness review, the requirement for the Committee to review its own performance shall not apply.

# Appendix

## OVERSIGHT OF KEY POLICIES AND REQUIREMENTS<sup>1</sup>

<b>Policy/Requirements</b>	<b>Committee Action</b>	<b>Council Approval</b>
Conflict of Interest Requirement	Consult	Yes
Trustee Expenses Requirement	Consult	Yes



Cancer Research UK is a registered charity England and Wales (1089464), Scotland (SC041666), the Isle of Man (1103) and Jersey (247).

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<sup>1</sup> Under the Schedule of Reserved Matters, Council delegated authority to Council Committees to approve minor amendments and to Executive Board to approve minor administrative revisions to policies/requirements otherwise reserved to it. Substantive changes remain reserved to Council for approval.