

# Nomination Committee report



**Adam Crozier**  
Chair, Nomination Committee

This year, we are pleased to welcome Dominic Paul to the Board as Chief Executive and Karen Jones and Cilla Snowball as independent non-executive directors.

### Role of the Committee

The role of the Nomination Committee is to review the composition of the Board and Executive Committee and to plan for its refreshment as appropriate. The Committee is also responsible for evaluating the directors on an annual basis, striving for a balance of skills, knowledge, independence, experience and diverse representation to allow for it to operate effectively and ensuring there is no undue reliance on any one individual.

### Responsibilities of the Committee

The Committee has specific responsibilities on behalf of the Board and these are detailed below:

- to regularly review the structure, size and composition of the Board (including balance of skills, independence and diversity, including gender), and make recommendations to the Board;
- to consider succession planning for the Board and senior management, oversee the development of a diverse pipeline for succession and to determine the skills and experience required for future Board appointments;
- to identify and nominate, for the approval of the Board, candidates to fill Board vacancies as and when they arise;
- to evaluate the balance of skills, knowledge, experience and diversity required prior to making an appointment to the Board and, on the basis of this evaluation, to prepare a role description outlining the capabilities required for a particular appointment;

### Membership of the Nomination Committee and meeting attendance

Name of director	Meetings attended and eligible to attend
Adam Crozier (Chair)	8/8
David Atkins	8/8
Kal Atwal	8/8
Horst Baier	8/8
Fumbi Chima	8/8
Frank Fiskers	7/8
Richard Gillingwater	8/8
Chris Kennedy	8/8
Karen Jones <sup>1</sup>	1/1
Cilla Snowball <sup>2</sup>	0/0

<sup>1</sup> Karen Jones was appointed to the Board on 9 January 2023 and has attended the one meeting that she was eligible to attend.

<sup>2</sup> Cilla Snowball was appointed to the Board on 24 January 2023 and therefore was not eligible to attend any of the meetings.

- to keep the leadership needs of the Company under review, both for executive and non-executive directors, with a view to ensuring the continued ability of the Company to effectively compete;
- to keep up to date with strategic issues and commercial changes affecting the Company and the market in which it operates;
- to ensure that, on appointment to the Board, non-executive directors receive a formal letter of appointment setting out the time commitment in respect of the role;
- to annually review the time required from non-executive directors and to ensure that a performance evaluation is undertaken to determine if non-executive directors are spending sufficient time to fulfil their duties;
- for the appointment of a Chairman, to prepare a job description including the time commitment expected. A proposed Chairman's other significant commitments should be disclosed to the Board before appointment and any changes reported to the Board as they arise; and
- to review the results of the annual Board evaluation that relate to the composition of the Board.

As a business that is committed to being a force for good, it is important that we are as diverse as the communities we serve, at all levels of our business, up to and including our Board. Diversity mitigates biases and

group think, especially in leadership forums such as our Board and Executive Committee where strategic decisions are made.

We are very supportive of the FTSE Women Leaders targets, and Parker Review targets, and will continue to drive positive change within our organisation using these recommendations to meet these targets.

You can read more about this in our Diversity & Inclusion Policy and our Board Diversity Policy on our website <https://www.whitbread.co.uk/governance/reports-policies/>

## Outcome of Nomination Committee evaluation

As part of the Company's governance processes, an internal evaluation was undertaken of the of the Committee's effectiveness. The results show the Committee has a good balance of skills, knowledge and experience. Members of the Committee responded positively to questions on the process that was used for recruitment and the level of openness, transparency and engagement that was encouraged throughout the process. An area of focus for the Committee will be meeting members of the wider executive team and giving them Board exposure as part of building a pipeline for succession to senior management and executive roles.

## Female representation

We have strong female representation at Whitbread. 64.9% of our total workforce is female, along with 33% of our Board, with four female directors. It has been a conscious decision by the Board to make progress on gender representation. Improvements will continue to be made to ensure the Board is well-balanced and in compliance with requirements.

While making these decisions, the Board evaluated the tenure and skills of each Board member along with the strategic goals and objectives of our organisation. Karen Jones is Senior Independent Director at Deliveroo plc and Chair at both Hawksmoor and Mowgli Street Food, having previously served as Executive Chair at Prezzo and Senior Independent Director at Booker plc. Karen has a wealth of experience in the restaurant, food and hospitality sectors, having founded Café Rouge and led the formation of Spirit Group as CEO. Breakfast is an important part of the Premier Inn offering and Karen's expertise is a valuable addition for Premier Inn.

Cilla Snowball has strong advertising, marketing and digital experience, having served as Group Chief Executive at

Abbott Mead Vickers BDDO Ltd, and on the BBDO Worldwide Board, and as Chair of both the Advertising Association and the Women's Business Council. The Nomination Committee will continue to assess the balance of skills and experience on the Board, whilst ensuring that it is appropriately diverse.

## Ethnic representation

Across the organisation, 15.3% of our teams identify as Black, Asian, or Mixed Ethnicity, and we are proud to represent the diverse communities we serve. Within our leadership population, we are making progress against our 8% representation target by the end of 2023, as 6.7% of our leaders are Black, Asian or Mixed Ethnic.

On our Board, we currently have three directors who identify as Black, Asian or Mixed Ethnic. We have met the Board target set by the Parker Review of '1 by 21' and are very supportive of the enhanced targets now set, which aligns with the work we continue to do in this area to drive greater ethnic representation in leadership roles.

In the last 12 months, we have also externally published the ethnicity pay gap report, sharing our findings with our teams along with our race action plan. Representation at a senior level continues to be a key action and we recognise that, whilst we are making progress, we still have more to do. There is more detail on our Diversity and Inclusion commitments in the Opportunity section on pages 46 and 47.

## Succession planning

The Chairman leads the Committee in annually evaluating the balance of skills, experience, independence, and knowledge on the Board, preparing a description of the role and capabilities required for a particular appointment. A matrix of the skills and competencies of the current Board is mapped against the strategic objectives of the organisation as well as the cultural fit of every member of the Board. Additionally, a review of the current talent market for key roles such as Chief Executive and Chief Financial Officer is conducted and refreshed regularly. This process helps the Committee ensure a robust succession plan and development of a diverse pipeline in line with the Board's policies and Diversity and Inclusion commitments.

As part of our annual talent cycle, we review the long-term succession plan for our Executive Committee and its direct reports. The Committee recognises the importance of reviewing the internal succession strength and ensuring robust emergency and medium-term succession plans are in place. We also value deep

dive talent reviews into the critical capabilities of the Executive Committee and senior leadership team. This review includes both the UK and Germany. In the coming year, the Committee intends to carry on its work towards furthering the gender and ethnic diversity throughout the organisation including the Board.

## Chief Executive succession

As part of the routine succession planning processes, discussions took place between myself and Alison Brittain regarding Alison's personal plans. At the appropriate time the Nomination Committee reviewed the core capabilities which would be required of a future Chief Executive, together with the personal and cultural attributes which would be needed to take on the position.

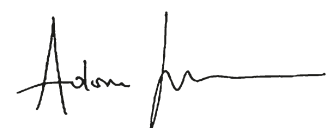
At the appropriate time, the Committee appointed Spencer Stuart, a third party consultant fully independent from the Company and its directors, to identify potential candidates for the position, from a diverse group of individuals. Spencer Stuart then provided a long list of candidates, which was narrowed down by the Committee to a smaller group to be interviewed for the position. Meetings were held with myself and with individual non-executive directors, and then a presentation was made to the whole of the Nomination Committee.

As a result of this process, the Board unanimously decided that Dominic Paul was the preferred candidate and his appointment was subsequently confirmed.

## Our approach to the annual re-election of directors

As required by the Code, all directors will be subject to re-election at the AGM. During the year, I completed the individual performance review of each non-executive director in respect of their contribution and time commitment to the Company. All directors are proposed for reappointment at this year's AGM.

Details setting out why each director is deemed to be suitable for reappointment, and how their contribution continues to be important to the Company's long-term success, will be included with the AGM papers circulated to all shareholders.



**Adam Crozier**  
Chair, Nomination Committee  
24 April 2023