

## Nomination Committee Report 2018/19

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The Nomination Committee works according to an annual wheel with fixed agenda items.

In 2018/19 the Nomination Committee held three meetings. All three members attended all meetings within the member's term in 2018/19. The Committee dealt with the following key matters:

### **Board composition**

- Reviewed and proposed changes to the Board Competency Profile.
- Established criteria for competency mapping of the members of the Board.
- Evaluated the independency criteria relevant for the Board and its committees and reviewed the Board members' independence.
- Reviewed the diversity ambition of the Board and the composition of the Board in relation to diversity.
- Discussed succession planning for the Board.

### **Search for and recommendation of Board candidates**

- Recommended nomination of candidates to the Board to bring up for election or re-election at the Annual General Meeting as Chair and board members.
- Presented a proposal to the Board for appointment or re-appointment of individual members as Board committee members.

### **Board evaluation**

- Reviewed the progress on the 2017 board evaluation action plan, the results of the 2018 external board evaluation and initiated the external 2019 Board evaluation.
- Reviewed the attendance of board members at board and committee meetings.
- Reviewed the number of directorships and other offices of board members (overboarding) and conducted a time commitment self-assessment by the Board members.

### **Executive Board and Corporate Leadership Team (CLT)**

- Reviewed and discussed succession planning for the Executive Board and CLT.
- Evaluated and presented the performance of the Executive Board to the Board.
- Initiated an external review of the members of the Executive Board and CLT
- Reviewed and discussed the reorganization of Food Cultures & Enzymes (FC&E).

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### People and Organization

- Reviewed and discussed
  - the corporate diversity targets and their status
  - the new Diversity and Inclusion Policy for Chr. Hansen
  - the Organizational Review from the CLT, including the talent and succession pipeline and presented the results to the Board
  - the new global people manager development program “CONNECT-U”
  - the People, knowledge and organization policy
  - the Annual Report 2017/18 section on diversity and endorsed it to the Board.

### Nomination Committee matters and governance

- Reviewed and approved the Annual Wheel for 2018/19.
- Conducted a self-assessment, including a review of the Nomination Committee Charter.
- Conducted private meetings without the Executive Board being present.
- Approved a report on the committee’s key activities in 2017/18.
- Established a standardized onboarding program for board and committee members.