

**ISTITUTO MARANGONI LONDON  
SELECTION PROCEDURE FOR  
INDEPENDENT EXTERNAL MEMBERS  
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## **SELECTION PROCEDURE FOR INDEPENDENT EXTERNAL MEMBERS**

The Selection Procedure for Independent External Members describes:

- The role of the Nominations Committee in the selection of future Independent External Members.
- The principles underlying the Selection Procedure for new Independent External Members
- The various stages in the selection process for new Independent External Members.

### **1. Management of the Selection Process**

The Nominations Committee, in consultation with the School Director and other Board Directors, reflects upon the policy applied to Directors and submits proposals to the Board of Directors, which determines that policy. In this connection, the Nominations Committee determines the competencies and the expertise that it considers essential for Independent External Members and establishes a skills matrix used in defining the criteria for recruitment and selection of candidates.

The mission of the Nominations Committee is to submit proposals to the Board of Directors regarding the nomination and the re-appointment of the Independent External Members. It organises the search and selection process for future Independent External Members, performs its own review of potential candidates before they are approached in any way, and gives a reasoned opinion on the candidates, after having thoroughly examined all relevant information.

### **2. Principles of the Selection Process**

The Selection Procedure for Independent External Members carried out by the Nominations Committee is based on the following principles:

- Seeking a balance in the membership of the Board Committees with respect to the competencies and diversity of its members.
- Seeking profiles that are complementary, in light of the existing membership of the Board Committees.
- Strictest confidentiality in approaching any potential candidate.

### **3. Selection Process**

The selection process for future Independent External Members comprises the six stages described below:

#### **3.1 Identification of sought-after profiles**

The Nominations Committee will examine, evaluate and update the needs for competencies on the Independent External Members. It determines the desired make-up of the Independent External Members, the diversity of their profiles and the staggering of their terms in order to establish the time schedule for recruitments. It reviews the recruitment criteria, as well as their weighting and the recruitment policy.

This examination takes into account the conclusions of the annual meeting of Board of Directors during which the membership, organisation and operation of the Independent External Members are evaluated. Exceptional meetings may be held in urgent situations (for example, in the case of an unforeseen vacancy of one of the positions).

The Nominations Committee presents the results of its work to the Chairman, who states his observations and recommendations, and then to the Board of Directors, which approves the recruitment policy and the proposed time schedule.

### **3.2 Search for Profiles**

A list of a dozen potential candidates for positions as Independent External Members is prepared and continuously managed by the Registrar. The sources of the names on the list are (i) confidential direct searches conducted internally and (ii) possible unsolicited applications. The Registrar coordinates all contacts with a potential candidate.

When the list of candidates is prepared, consideration is given to the relevance of their references.

### **3.3 Preselection of Candidates**

Whenever one or more Independent External Members' seats become vacant or whenever the Board of Directors decide to expand or to modify the Board Committees' membership, a shortlist is produced based on an assessment against the skills requirements during a meeting of the Nominations Committee.

### **3.4 Contacts and Interviews with Candidates**

Initial contacts are made on a confidential basis by the Registrar. All members of the Nominations Committee have individual meetings with the candidates whose interest is confirmed.

The preselected candidates then meet the School Director. A negative opinion by any one of the participants will result in the elimination of the candidate. A comparison of the evaluations is coordinated by the Registrar.

The Nominations Committee deliberates on the results of these interviews and evaluations during a meeting.

### **3.5 Reporting to the Board of Directors**

After examining the candidates, the Nominations Committee provides its opinion and the reasons thereof, with a recommendation of appointment for examination and approval by the Board of Directors.

### **3.6 Recommendation of Appointment**

After deliberation, the Board of Directors submits the nomination of the candidate(s) setting out the reasons for the appointment.