

Nomination Committee Report 2019/20

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

In 2019/20 the Nomination Committee held three meetings. All three members attended all meetings within the member's term in 2019/2020, except one member who was excused for a single meeting. For more specific information about meeting attendance, please refer to [p. 52 of the 2019/20 Annual Report](#).

The Committee dealt with the following key matters:

Board composition

- Reviewed the Board's competence mapping and the Board Competency Profile.
- Evaluated the independency criteria relevant for the Board and its committees and reviewed the Board members' individual independence.
- Reviewed the diversity ambition of the Board and the composition of the Board in relation to diversity.
- Reviewed succession planning for the Board.

Search for and recommendation of Board candidates

- Initiated an external search for new board candidates and conducted interviews.
- 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 results of the 2019 external board evaluation and prepared an action plan.
- Reviewed the progress on the 2019 external board evaluation.
- Reviewed the questionnaires for the 2020 internal board evaluation plan.
- Reviewed the number of directorships and other offices of board members (overboarding assessment) and conducted a time commitment self-assessment by the Board members.

Executive Board and Corporate Leadership Team (CLT)

- Discussed an external review of the members of the Executive Board and the other members of the CLT.
- Reviewed and discussed succession planning for the Executive Board and CLT, including individual development plans and their progress.
- Reviewed and endorsed non-executive mandates for the CEO and CFO.
- Initiated in collaboration with the CEO an external search for a new CFO, conducted interviews and proposed a new CFO to the Board.

Nomination Committee Report 2019/20

People and Organization

- Reviewed and discussed
 - the Corporate Diversity Targets and their status
 - the Diversity and Inclusion Policy for Chr. Hansen
 - the Annual Report 2018/19 section on diversity.
 - the Organizational Review from the CLT, including status on Directors+ and the talent and succession pipeline
 - the People, knowledge and organization policy
 - destinations for the Board Study Tour 2020 and 2021
 - the employee engagement results of the “Engagement Matters” survey
 - the geographical spread of Danes at different job levels outside Denmark, and the spread of non-Danes at different job levels in Denmark.

Nomination Committee matters and governance

- Reviewed and approved the Annual Wheel for 2019/20.
- 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 2019/20.
- Reviewed and approved the committee meeting calendar 2020-2022