

# Nominations and Corporate Governance Committee report



## Committee overview

### Committee meetings and membership

The Committee met five times during the year. The composition of the Committee remains in compliance with the Code, the requirements of its terms of reference and comprises only independent non-executive directors.

### Meeting attendance

Member	Scheduled	Ad hoc
Sir John Kingman (Chair)	4/4	1/1
Henrietta Baldock	4/4	1/1
Philip Broadley <sup>1</sup>	3/4	1/1
Clare Bousfield <sup>2</sup>	1/1	
Carolyn Johnson	4/4	1/1
Nilufer Kheraj OBE	4/4	1/1
Lesley Knox <sup>3</sup>	3/4	1/1
George Lewis	4/4	1/1
Ric Lewis	4/4	1/1
Tushar Morzaria	4/4	1/1
Laura Wade-Gery	4/4	1/1

1. Unable to attend for medical reasons.

2. Appointed to the Committee with effect from 1 December 2024.

3. Unable to attend for personal reasons.

### The role of the Committee

The role of the Committee is to ensure that the Board's composition, and that of its Committees, is appropriate to discharge its duties effectively, and to oversee the Company's corporate governance framework and commitments to diversity and inclusion.

### Key responsibilities

- Regularly review the structure, size and composition of the Board.
- Lead the process for new appointments to the Board, ensuring appointments bring the required skills, knowledge, background and experience to the Board to support the development and oversight of the Group's strategy, and taking into account the promotion of diversity and inclusion.
- Give consideration to succession planning for directors and senior executives.
- Oversee and monitor the Company's corporate governance framework, including its compliance with the UK Corporate Governance Code.
- Oversee and monitor the Company's commitment to diversity and inclusion across the Group.
- Oversee the process by which the Board, each Committee and individual directors assess their effectiveness.
- Review non-executive directors' time commitments and consider additional external appointments.

### Committee's terms of reference

The Committee's terms of reference can be viewed on our website:

[Discover more online](#)

[group.legalandgeneral.com/groupboardcommittees](http://group.legalandgeneral.com/groupboardcommittees)

I am pleased to present my report as Chair of the Nominations and Corporate Governance Committee.

One of the Committee's main areas of focus for the year was succession planning, at both an executive and non-executive level. On the executive side, we welcomed the appointments of Eric Adler, our new CEO, Asset Management, and Katie Worgan, our new Group Chief Operating Officer, both of whom joined the Group Management Committee on appointment. We also appointed Clare Bousfield as a Non-Executive Director to the Board, following a rigorous search process.

In addition, the Committee has continued its engagement with the Group's principal operating subsidiaries throughout the year, overseeing a number of changes to the composition of key subsidiary boards.

**Sir John Kingman**  
Chair

## Key activities during 2024

- Looking ahead to two long-standing directors coming to the end of their tenures in 2025, implemented succession plans for a number of key Board roles. This included:
  - leading the process for the search and appointment of our new Non-Executive Director, Clare Bousfield
  - appointing Mark Jordy, Chair of our principal operating subsidiary in the Asset Management division, L&G – Asset Management Limited, to the Group Board
  - appointing Henrietta Baldock as Senior Independent Director (SID) designate
  - appointing Carolyn Johnson as Designated Workforce Director designate.
- Oversaw the development of a diverse pipeline of talent for succession to the Group Management Committee across near- to long-term time horizons, including the appointments of the CEO, Asset Management, and the Group Chief Operating Officer.
- Considered director reappointments, external appointments and changes to the composition of the boards of our principal operating subsidiaries.
- Oversaw the development of, and progress against, the Group's diversity and inclusion workforce ambitions, including the annual review and approval of the Board's Diversity and Inclusion Policy.
- Considered the results of the employee Voice survey.

## Corporate governance

The Committee is responsible for overseeing and monitoring the Company's corporate governance framework and compliance with the Code. The Company has complied with all provisions of the UK Corporate Governance Code (2018) throughout the year. Further details of the Group's corporate governance framework, including compliance with the Code, can be found on page 61.

## Board composition, succession and other changes throughout the year

### Key Board changes and succession

Looking ahead to two of our long-standing directors, Philip Broadley and Lesley Knox, coming to the end of their tenures in 2025, the Committee was focused throughout the year on implementing succession plans for both of these directors.

Cognisant of the timing of the end of Philip's and Lesley's tenures, around the same time, the Committee had discussed a phased approach to replacing them both on the Board. Philip brings deep life insurance expertise and Lesley extensive experience in asset management; Lesley is also a Non-Executive Director (and was previously Chair) of L&G – Asset Management Limited.

The first phase of the succession planning was a search process to replace Philip Broadley, which began in October 2023. Spencer Stuart was engaged as the external advisor to facilitate the search due to its depth of experience in insurance and financial services more generally, along with its track record of focusing on diversity. Spencer Stuart has no other connection with the Company or its directors and is a signatory to the Voluntary Code of Conduct for Executive Search Firms. The role specification had focused on the need for deep life insurance expertise, given the rationale behind the search was to replace Philip's knowledge and experience on the Board, and given the nature of the Group's business and balance sheet. A shortlist of preferred candidates was produced, each of whom were assessed against the role specification and on merit before meeting with the Chair, Group CEO, SID, Chief Transformation and People Officer and three of our non-executive directors for interview.

Following this, Clare Bousfield was unanimously the preferred candidate. Clare has extensive and deep life insurance experience, asset management experience (including in private markets, which is a growth area for the Company), and strong digital and customer experience. Further detail on Clare's skills and experience can be found in the director biographies on page 58. In addition, the Committee deemed Clare an excellent cultural fit and was satisfied that Clare would be independent on appointment and had sufficient time to meet the responsibilities of the Board. The Board approved Clare's appointment in August 2024, following the Committee's formal recommendation. Clare joined in December 2024 to allow for a sufficient period of overlap and handover before the end of Philip's term.

The second phase of the succession planning was for the Committee to consider who should replace Lesley Knox on the Group Board and who could step up to the role of Senior Independent Director.

On the first, the Committee considered that, in order to preserve the overlapping of knowledge and expertise on the Group and L&G – Asset Management Limited boards, and to ensure continued oversight by the Group Board of L&G – Asset Management Limited's business (and the Asset Management division more broadly), Mark Jordy would be a good fit to succeed Lesley as a Non-Executive Director. Given Mark's current role as Chair of the L&G – Asset Management Limited board and his extensive experience and deep expertise in asset management, he was considered an excellent candidate who would add great value and experience to the Group Board. Given the rationale for the appointment was to ensure appropriate overlap and oversight of L&G – Asset Management Limited business and the Asset Management division, an external search process was not initiated as the Committee considered that Mark was best-placed to take on the role, with the relevant expertise and experience required for this particular non-executive appointment. The Board approved Mark's appointment in December 2024, following the Committee's formal recommendation, and Mark will join the Board in July 2025, following a thorough handover and induction period. The Committee was satisfied that Mark would be independent on appointment and had sufficient time to meet the responsibilities of the Board.

On the second, the Committee ran an internal process to decide who would be best-placed to take on the role of Senior Independent Director once Lesley steps down from the Board. Following Committee and Group Board approval in December 2024, Henrietta Baldock will replace Lesley as SID with effect from 21 May 2025. Henrietta was considered an excellent candidate for the SID role due to her experience and expertise.

Having both joined the Board in 2016, Lesley and Philip have supported the Company through a period of significant evolution, and I would like to thank them for the significant contributions they have made to the Company during each of their tenures.

In 2024, the Committee considered succession planning for one additional key Board role, that of Designated Workforce Director, given that Nilufer Kheraj's three-year term in the role is scheduled to come to an end in April 2025. Following a Committee process, and as announced in December, Carolyn Johnson will succeed Nilufer as Designated Workforce Director from 1 April 2025. Carolyn was considered an excellent successor due to her depth and breadth of experience as an executive in leading large teams of people, in particular through times of company transformation. The Committee was satisfied that Carolyn has sufficient time to fulfil the additional duties and commitments of the Designated Workforce Director.

## Nominations and Corporate Governance Committee report continued

### Board composition

The Committee undertakes a rigorous annual review of the Board's composition to support discussions on succession planning. This includes a capability assessment of Board members' knowledge, skills and experience in the context of the Company's short- and medium-term strategy, supported by a self-assessment analysis undertaken by each individual director, which forms part of an overall Board skills matrix. The skills matrix reflects the results of the assessment and is reviewed by the Committee on an annual basis to support discussions on composition and succession. This year, the list of skills included in the skills matrix was reviewed and refreshed to ensure the matrix remained fit for purpose in light of the Group's new strategy. Various other considerations, including the tenure of the Board as a whole, independence and diversity, are also considered by the Committee when reviewing the Board's composition. The outcome of the 2024 discussion on composition was that, overall, the Board was of an appropriate size and composition with relevant and deep skills and experience in the sectors in which the Company operates, and would continue to be so once all of the succession plans outlined on page 81 had been implemented.

The Committee also considered reappointments of directors to the Board, and directors' external appointments to the boards of other companies. Where the Committee approved new external appointments, it was satisfied that the appointments did not give rise to a conflict of interest and would not impact the directors' time commitment to the Company.

### Subsidiary composition and succession

The Company benefits from a strong governance framework operating at subsidiary level. The continued strength of the boards of the Group's subsidiaries is vital for ensuring the Group's high standards are maintained and there is sufficient oversight of activity further down the Group, particularly in our principal operating subsidiaries. While succession planning remains the responsibility of each subsidiary board, it is nevertheless very important for the Committee to have continued oversight of its principal operating subsidiaries and to ensure orderly succession plans are in place.

Appointments to the Group's principal operating subsidiaries are made on the recommendation of the Committee. This year, the Committee recommended the reappointment of existing non-executive directors to the boards of two of our principal operating subsidiaries, LGAS and L&G – Asset Management Limited. The Committee also recommended the appointment of new non-executive directors to the boards of LGAS and L&G – Asset Management Limited during the year, following thorough consideration of the candidates' respective skills and experience.

Carolyn Johnson succeeded Sir Charles Roxburgh as Chair of the board of LGA in March 2025. The Committee endorsed the appointment, recognising the collaborative benefits of having cross-directorships between the Group Board and its key subsidiaries.

In addition, as part of the Committee's continued oversight of principal operating subsidiary succession, this year the chairs of the LGAS and L&G – Asset Management Limited boards attended a Committee meeting to provide a deep dive on the composition of their respective subsidiary boards. This included a review of their respective skills matrices. Following these updates, the Committee concluded that the boards of both subsidiaries continued to have appropriate and relevant skills, experience and capabilities.

The Chair of the Group Board also meets regularly with the non-executive directors of our principal operating subsidiary boards, without the presence of executive management, to gain direct feedback.

### Executive succession and talent management

In addition to reviewing the Board's composition, throughout the year the Committee focused on executive-level succession across near- to long-term time horizons to ensure a credible pipeline of successors for executive roles is maintained.

In September 2024, the Board approved the appointment of Eric Adler as the new CEO of the Asset Management division, who joined the Company in December 2024. Eric was appointed due to his credible executive career and extensive experience in private markets across real estate, private credit and private equity, previous track record of successfully growing businesses, outstanding leadership capabilities and alignment to the Group's values.

In addition, the Board approved the appointment of Katie Worgan as the Group Chief Operating Officer, a new role for L&G, who joined the Group in March 2025. Katie was appointed due to her broad commercial background, large-scale operational leadership experience, success in delivering transformation programmes, and focus on customer experience.

Both executive appointments were made in support of the execution of our group-wide strategic vision for a growing, simpler and better-connected L&G. Eric will lead our Asset Management division, which brings together our public and private markets businesses to form a unified global asset manager with international growth ambitions. Katie will provide operational leadership and oversight for core service functions across the Group to ensure we have a joined-up, sharply focused approach that enables us to work together with ease and deliver for our customers and clients.

Throughout the year, the Committee was also consulted on various additional senior leadership changes, including the appointment of Laura Mason as CEO, Retail.

### Social impact report

More information on the diversity of our workforce can be found in our Social impact report:

 [Discover more online](#)

[group.legalandgeneral.com/SocialImpactReport2024](https://group.legalandgeneral.com/SocialImpactReport2024)

### Board Diversity and Inclusion Policy

The Board Diversity and Inclusion Policy is available here:

 [Discover more online](#)

[group.legalandgeneral.com/en/about-us/corporate-governance](https://group.legalandgeneral.com/en/about-us/corporate-governance)

## Diversity and inclusion (D&I)

As a Group, we are working towards a more equitable workplace where all our people can realise their potential. We believe that diversity of experience and skills brings diversity of thought and perspective, which in turn drives greater proximity to our customers and promotes a more inclusive culture which more readily embraces innovation and creates fair opportunities for everyone. For more information on our group-wide D&I activity during 2024, including our progress on achieving our objectives, please see page 40 of this report.

### D&I of the Board

As a Committee, we believe that diversity is important as it supports good decision making and reduces the risk of groupthink by providing different viewpoints, ideas and challenge. As part of this, we believe that it is important for our Board to be diverse in terms of gender, ethnic and social backgrounds and have a broad range of perspectives to help us make better strategic decisions and lead by example in creating an inclusive culture for our people.

We are proud to have a Board which is diverse, both in terms of gender and ethnicity. As at 31 December 2024, the Board comprised 46% women, and 23% of the Board was from an ethnically diverse background. Both of these percentages exceed regulatory requirements, the targets in the FTSE Women Leaders Review (Hampton-Alexander) and Parker Review, as well as the goals we set ourselves in our Board Diversity and Inclusion Policy.

The Board is also compliant with the board diversity targets in the Listing Rules and discloses its compliance in the prescribed format below. In addition, we have taken steps this year to introduce new processes to track broader socio-economic elements of the Board's diversity, to measure the Board's diversity in thought and background.

When making appointments to the Board, the Committee only engages executive search firms that are signatories to the Voluntary Code of Conduct for Executive Search Firms, which promotes gender diversity and best practice for corporate board searches.

### D&I of senior management

A diverse senior leadership team is as important as a diverse Board, because we believe that executive decision making is more effective if it takes into account a wider range of views and opinions. As a Committee, we continue to review progress against our diversity objectives and goals, backed up by analysis of our workforce demographic, and review remediation plans for any shortfalls in performance.

During 2024, we made good progress towards our workforce ethnic representation goals of 17% of our senior roles and 17% of 'all grades' employees, being people from minority ethnicity backgrounds, by 2027. As at 31 December 2024, we have achieved this representation goal for all grades across our workforce, including at senior level, where 18.3% of this constituency is now from a minority ethnicity (2023: 17.3%). Our immediate focus ahead of the 2027 deadline will be to maintain our performance.

We continue to monitor the progress of our gender diversity goals of 40% female leadership by 2025 and a 50:50 gender balance across the workforce by 2025. The pace of change to meet our gender diversity goals remains slow, although we remain committed to them. We recognise that leaders are critical in achieving our goals due to their impact and influence across the Group, therefore we continue to support the work of the Group Management Committee and the D&I Council to challenge our leaders to take accountability for improving retention and embedding D&I into all areas of decision making, including hiring, talent sponsorship and talent development. As at 31 December 2024, our Group Management Committee comprised 33% women\*, with 33% of our businesses led by a female CEO, and representation at the senior level was 38.5% women (2023: 37.2%). Our new Group Chief Operating Officer, Katie Worgan, joined in March 2025, and the Group Management Committee now comprises 43% women\*.

### Board D&I Policy

During the year, the Committee reviewed and approved the Board Diversity and Inclusion Policy, which complements the Group's wider workforce policies and values on D&I. The Board Diversity and Inclusion Policy sets out the approach to diversity and inclusion of the Board of Legal & General Group Plc, and its Committees, in compliance with the Disclosure Guidance and Transparency Rules (DTR). As part of the policy, the Board, upon recommendation from the Committee, has committed to building a diverse and inclusive Board and a more diverse and inclusive senior management team, as well as driving diversity and inclusion across the Group.

### Listing Rule disclosure on diversity

	Number of Board members	Percentage of the Board	Number of senior positions on the Board (CEO, CFO, SID and Chair)	Number in executive management*	Percentage of executive management*
Men	7	54%	3	4	67%
Women	6	46%	1	2	33%
Not specified/prefer not to say	–	–	–	–	–
	Number of Board members	Percentage of the Board	Number of senior positions on the Board (CEO, CFO, SID and Chair)	Number in executive management*	Percentage of executive management*
White British or other White (including minority-white groups)	10	77%	4	6	100%
Mixed/Multiple ethnic groups	–	–	–	–	–
South Asian	2	15%	–	–	–
East Asian/Southeast Asian	–	–	–	–	–
Black/African/Caribbean/Black British	1	8%	–	–	–
Other ethnic group, including Arab	–	–	–	–	–
Not specified/prefer not to say	–	–	–	–	–

\* Exclusive of the Group CEO and Group CFO who are included in the number of Board members.

The information in this table was collected on a confidential and voluntary self-reporting basis and is accurate as at the date of this report. For the purpose of this disclosure, 'executive management' means the Group Management Committee as at 31 December 2024.

# Assessing Board and Committee effectiveness

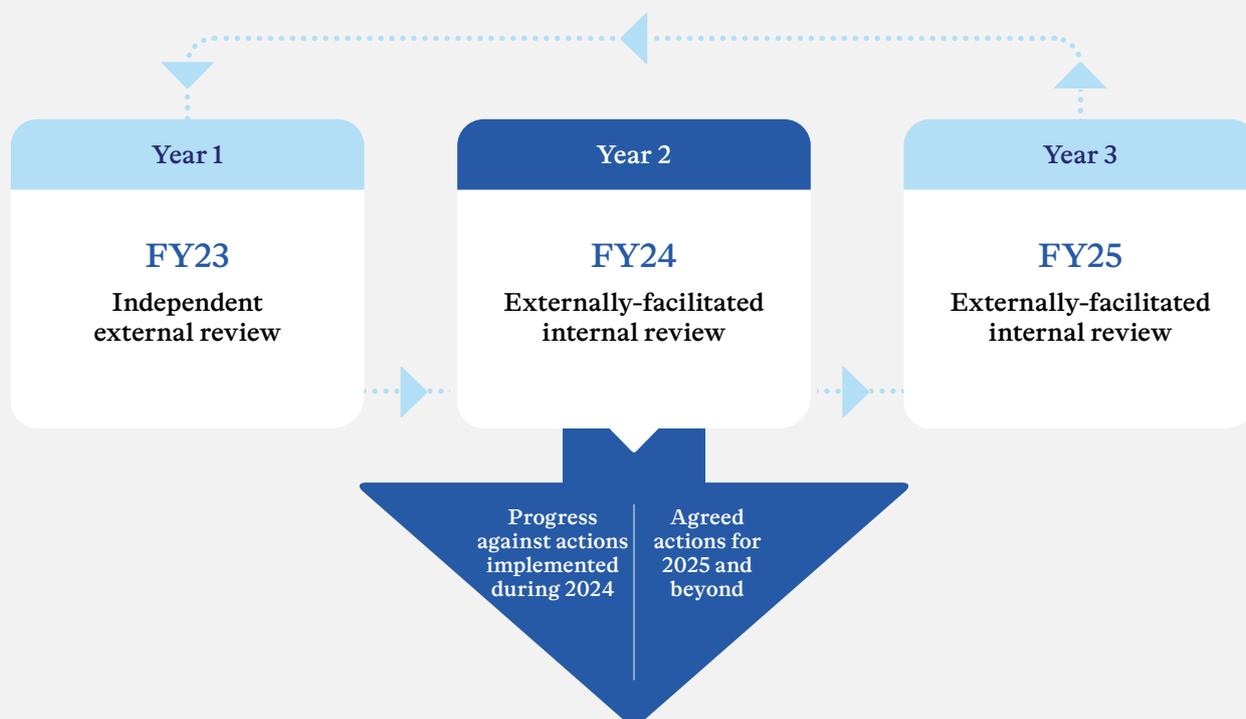
**Another role of the Committee is to oversee the annual Board and Committees' effectiveness review. In line with best practice, a formal and rigorous review of the effectiveness of the Board and its Committees is conducted each year. The Board and its Committees undergo a full, independent external evaluation every three years, and an externally-facilitated internal evaluation on all other years, in line with the requirements of the Code.**

This year was our externally-facilitated internal review. Clare Chalmers Limited was again chosen by the Board as the independent external reviewer to facilitate the 2024 evaluation. Clare was chosen due to her specialism in financial services firms. Clare Chalmers Limited has no other connection with the Company or individual director and is accredited as a member of The International Register of Board Reviewers.

Clare met with the Group Company Secretary to agree the scope and aim of the 2024 effectiveness review, which was to assess the effectiveness of the Board, both as a collective unitary Board and at Committee level. Clare met with each of the Board members and the Group Company Secretary to complete a questionnaire covering the performance of the Board and its Committees. The questions were developed by Clare in consultation with the Chair and Group Company Secretary and were designed to provide an overarching view of the effectiveness of the Board and its Committees, as well as build upon the themes identified in the prior year's review. The review focused on, amongst other things, the Board's composition and expertise, board dynamics, strategy, risk and culture.

Following these meetings, Clare produced a draft report on her independent review findings, which she discussed with the Chair and Group Company Secretary in the first instance. The Chair was identified as Clare's escalation point. The final written report was shared with the Board for discussion. No views were attributed to any individual in the final report.

## Three-year board evaluation cycle



The tone of the feedback from the review was positive overall, and indicated that the Board, and each of its Committees, continued to operate effectively. The Board particularly welcomed the open and proactive engagement style of the new Group CEO, which was felt to have enhanced the potential for the Board to add value, as well as the dedication from the Board and senior management to developing the Group's new strategy. There was also positive feedback on the effectiveness of each of the Board's Committees, the Board's oversight of, and connection with, its principal subsidiaries and other key stakeholders, and the implementation of the Consumer Duty. The review highlighted that effort should continue to be made to ensure that succession planning processes remain robust and transparent and the importance of continuing to seek "lessons learnt" exercises from management.

The Board discussed the findings of the 2024 effectiveness review and subsequently agreed an action plan for the coming year. The key actions included (i) continue with the Board's current momentum of strategic discussions with strategic teach-ins and reporting on competitors, (ii) continue to enhance the Board's oversight of the Company's culture, and (iii) enhancing and streamlining reporting to the Board and its Committees. Progress to implement the agreed actions is underway. Progress is monitored by the Group Company Secretary and will continue to be reported to the Board at each meeting.

Clare had the opportunity to comment on these disclosures.

## Chair and individual directors performance evaluations

The SID leads the non-executive members of the Board in an annual evaluation of the performance of the Chair, which includes an assessment of the working relationship between the Chair and the Group CEO. In carrying out the annual evaluation, the SID meets with the non-executives without the Chair present and takes into account the views of the executive directors, as appropriate. Following this year's review, the effectiveness of the Chair continued to be highly rated.

The Chair meets with Board members throughout the year to assess their individual performance. Following this year's review, and the insights gained from the external facilitator, the Chair confirmed that the individual directors continued to contribute effectively to the Board.

## Update on previous Board evaluations

An overview of the recommendations from the 2023 review and progress against them is provided below.

Recommendations from 2023 review	Progress against recommendations
<b>Continuing to support the new Group CEO as he transitions into the role</b>	The Group CEO has one-to-one sessions with each of the non-executive directors ahead of each Board meeting. In addition, the non-executives continue to informally offer support in their specific areas of expertise.
<b>Continuing to develop relationships with, and appropriate governance of, the Group's principal operating subsidiaries</b>	<p>The Chairs of the Group's principal operating subsidiaries, LGAS and L&amp;G – Asset Management Limited, attended the Nominations and Corporate Governance Committee in December 2024 to present a deep dive into the composition of their respective boards, which included a consideration of their respective skills matrices. The Chairs of LGAS and L&amp;G – Asset Management Limited have also attended various Nominations and Corporate Governance Committee meetings throughout the year to provide updates on succession planning.</p> <p>The Chair of L&amp;G – Asset Management Limited continues to attend each Board meeting for the routine discussion on the Asset Management business, and the chairs of the principal operating subsidiaries were invited to attend relevant updates at the Board's strategy event in April, as well as the Board's off-site event in Chicago in November 2024.</p> <p>Carolyn Johnson was appointed Chair of the LGA Board in March 2025. In addition, Mark Jordy, the Chair of the L&amp;G – Asset Management Limited board, will join the Group Board in July 2025.</p>
<b>Continuing to oversee how the Consumer Duty is embedded into the organisation and how reporting on consumers could be more strategic</b>	The Board received updates on Consumer Duty at each Board meeting in 2024, and signed off the Annual Board Report at its meeting in July 2024. The Board now receives regular management information (MI) on Consumer Duty at each Board meeting; following feedback from Board members, this MI is continuing to evolve to ensure it provides the Board with sufficient oversight on how the Consumer Duty is embedded into the organisation. The Board hosted a session with the second line in December 2024 to discuss specifically how the Consumer Duty is being embedded into the organisation. Laura Wade-Gery, the Board's Consumer Duty Champion, provides updates to the Board at each meeting from discussions at the Consumer Outcomes Forum. Laura has a particular focus on how reporting on consumers could be more strategic, and the MI and deep-dive Board reporting is evolving to meet this challenge.