

## VOLUNTARY CODE OF CONDUCT FOR EXECUTIVE SEARCH FIRMS

### **Introduction**

Recommendation 8 of the Davies Report proposed that the executive search community should draw up a voluntary code of conduct to address gender diversity on corporate boards and best practice for the related search processes.

The Report proposed challenging targets for improving the representation of women on the boards of FTSE 350 companies. Search firms are committed to help their clients increase the effectiveness of their boards and acknowledge the value that diversity can bring; they readily acknowledge the important role their profession needs to play in supporting chairmen and nominations committees as they take steps to increase the proportion of women on their boards, in both executive and non-executive roles.

The Code, outlined below, lays out steps for search firms to follow across the search process, from accepting a brief through to final induction.

### **Code of Conduct: Provisions**

1. **Succession Planning:** Search firms should support chairmen and their nomination committees in developing medium-term succession plans that identify the balance of experience and skills that they will need to recruit for over the next two to three years to maximise board effectiveness. This time frame will allow a broader view to be established by looking at the whole board, not individual hires; this should facilitate increased flexibility in candidate specifications.
2. **Diversity Goals:** When taking a specific brief, search firms should look at overall board composition and, in the context of the board's agreed aspirational goals on gender balance and diversity more broadly, explore with the chairman if recruiting women directors is a priority on this occasion.
3. **Defining Briefs:** In defining briefs, search firms should work to ensure that significant weight is given to relevant skills, underlying competencies and personal capabilities and not just proven career experience, in order to extend the pool of candidates beyond those with existing board roles or conventional corporate careers.
4. **Long lists:** When presenting their long lists, search firms should ensure that at least 30% of the candidates are women – and, if not, should explicitly justify to the client why they are convinced that there are no other qualified female options, through demonstrating the scope and rigour of their research.

5. **Candidate Support:** During the selection process, search firms should provide appropriate support, in particular to first-time candidates, to prepare them for interviews and guide them through the process.
6. **Supporting Candidate Selection:** As clients evaluate candidates, search firms should ensure that they continue to provide appropriate weight to intrinsic competencies and capabilities, supported by thorough referencing, rather than over-valuing certain kinds of experience. Search firms should, as necessary, advise their clients on how to run their interview process to demonstrate the required rigour and professionalism and to avoid unconscious gender bias.
7. **Induction:** Search firms should provide advice to clients on best practice in induction and 'onboarding' processes to help new board directors settle quickly into their roles.
8. **Embedding Best Practice:** Search firms should ensure that best practices in supporting clients on enhancing Board gender diversity are well-documented and shared internally and that adherence to the Code is effectively monitored.
9. **Signalling Commitment:** Search firms should signal their commitment to supporting gender diversity on Boards through their websites and marketing initiatives as appropriate and are encouraged to invest time into developing relationships with the pipeline of future female candidates.

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### **Embedding and developing the Code**

The Code has now been signed up to by nearly 50 search firms, who collectively account for the vast majority of the Board work in the UK.

We will continue periodically to review the effectiveness of this Code and progress towards improving board diversity, with the Davies Report steering group and other key stakeholders, and recommend changes as appropriate.