Board Composition Policy & Nomination Guidance

1. Introduction

This guidance is intended to support members when considering nominations for non-executive director vacancies on the IPFA Board at this year's AGM. It provides an overview of the current Board composition policy, the skills and experience that would support IPFA's future strategy, the factors members are encouraged to consider when putting forward candidates, and the vacancies available this year.

The guidance is designed to support informed nominations and help maintain an effective, balanced and representative Board. It should be read alongside the Board Member Role Description, which provides further information on the responsibilities and expectations of an IPFA Board member.

2. Board Composition

The IPFA Board currently comprises 12 non-executive directors, 3 executive directors and a Company Secretary.

The executive directors are:

- Daisy Brooker, CEO
- Julia Prescot, Global Chair
- Geoff Haley, President

IPFA seeks to maintain a Board that is effective, appropriately skilled and reflective of the diversity of its membership and the wider infrastructure and energy finance industry.

In line with the IPFA Board Composition Policy:

- The board should be composed of individuals who reflect and represent the diversity of our membership and industry.
- Board members will be appointed based on their qualifications, experience, and ability to contribute to our organisation's strategic direction and oversight.
- The board will aim to have a balanced representation of individuals from different backgrounds, genders, races, ethnicities, sexual orientations, and abilities.
- The board will conduct annual reviews of its composition to ensure it remains effective, diverse and inclusive.

3. Skills and Expertise

The Board supports the CEO and Executive Team across the following areas. When considering nominations, candidates are asked to specify the areas in which they can offer relevant experience and support.

The Board currently benefits from experience across a broad range of areas, including:

- Strategy
- Legal, corporate governance & risk management
- Finance
- Marketing and digital outreach

- Staff wellbeing & mentoring and health & safety
- Diversity, Equity & Inclusion (DEI)
- Training and learning & development
- Membership growth, engagement and new services
- Future Leaders and professional development
- Public and private sector engagement
- Thought leadership and content development
- Technology, data security and AI
- Other areas aligned with IPFA's evolving strategic priorities

Candidates are not expected to demonstrate expertise in all of these areas. The purpose of identifying them is to help members consider how each nominee could contribute to the overall balance of skills, experience and perspectives represented on the Board.

4. Board Composition Review

IPFA reviews the composition of the Board annually to ensure that it continues to have an appropriate balance of skills, experience, sector knowledge, geographic representation and diversity to fulfil its responsibilities effectively.

The review considers factors including:

- Geographic representation and activity;
- Sector and market expertise;
- Institution type;
- Relevant professional skills and experience; and
- Voluntarily disclosed diversity information.

The review also identifies current or anticipated gaps in Board composition. These findings may be used to highlight areas in which nominations would be particularly welcome. Any voluntarily disclosed diversity information is considered appropriately and in accordance with relevant confidentiality and data protection requirements.

Members who would like further information about the current composition of the Board may contact the IPFA Secretariat.

5. Nomination Process

Any member has the right to nominate a candidate for a position on the Board.

To support an effective and appropriately balanced Board, IPFA may identify skills, experience, perspectives or areas of representation that are currently underrepresented and highlight these when nominations are invited.

Candidates will be asked to state which areas they can represent and what attributes they can contribute to the IPFA Board as part of their nomination. During the voting process, members will be reminded of the current policy and the areas identified as priorities, to support continued alignment with the diverse interests of the membership and industry.

All nominations must be approved by the nominee's member organisation.

Candidates must be members of IPFA, and IPFA can accept only one nomination from each member organisation.

6. Support for New Board Members

IPFA is committed to broadening the range of experience and perspectives represented on the Board and welcomes nominations from individuals who may not previously have served as directors.

Newly appointed directors can expect to be welcomed into a friendly and open environment created and nurtured by the board. Board members will receive the necessary policies and procedures to support their onboarding and will have the opportunity to raise any queries about the general operation of the board and their role in it.

7. Founder Member Board Seats

IPFA was founded in 1998 with the support of seven member organisations. Three founder members remain: GNH Projects, Northcroft, now WSP, and Halcrow, now Jacobs. In recognition of their significant contribution to IPFA's establishment and early development, founder members have historically held representation on the IPFA Board.

Founder members will continue to follow the spirit of the Board selection process and put forward suitable candidates for consideration every three years.

The current term is expected to be the final term under these arrangements, ahead of the planned review and update of IPFA's Constitution in 2027.

8. Term limits

- Non-executive directors are elected by members at the AGM and serve for a three-year term.
- Directors appointed by the Board to fill vacancies occurring between AGMs, serve until the next AGM and then may stand for election at that AGM for a three-year term.
- A non-executive director may, if willing, be appointed for a second or third term.
- A maximum of three terms can be served on the IPFA Board.

9. Current Vacancies

There are currently three non-executive director vacancies on the IPFA Board, each for a three-year term.

One vacancy is designated for a Future Leaders Network (FLN) representative. The remaining two vacancies are general Board positions, and nominations that help address the current Board composition priorities set out in this guidance would be particularly welcome.

Future Leaders Network (FLN) Board Vacancy:

This vacancy is open to any IPFA member with up to ten years' experience in the industry. We welcome nominations from all sectors and geographic regions. The successful candidate will support the Secretariat in delivering the global Future Leaders strategy throughout their three-year term. The role also serves as Global Chair of the Future Leaders Network Committee and therefore involves participation in additional quarterly committee calls.

General Board Member Vacancies:

For the two general Board vacancies, IPFA would welcome nominations from members who can help address current gaps in Board composition and support the organisation’s future development.

For this year’s vacancies, broader regional representation outside Europe would be especially welcome, including representation from the Middle East, Asia and Australia.

Drawing from the broader skills and expertise set out in section 3, IPFA would also particularly welcome candidates able to contribute Board-level experience in one or more of the following areas:

- Revenue and Membership Growth;
- Thought Leadership and Content Development;
- Member and Wider Industry Engagement; and
- Technology, Data Security and AI.

These are preferred attributes rather than additional eligibility requirements. Nominations from all eligible candidates remain welcome, and members should consider the overall contribution that each nominee could make to the effectiveness, diversity and future direction of the IPFA Board.