

## Nominations Committee

### Terms of Reference

#### Purpose

The role of the Nominations Committee is to confirm the eligibility and determine the suitability of candidates for the Board of Trustees (the Board), and of any other nominations that the Board of Trustees shall request.

#### Duties

The committee shall:

1. comment annually on the role profiles and the person specifications for office holders and voluntary appointments (including the skills, knowledge, experience and diversity) and recommend any changes;
2. keep up to date and fully informed about strategic issues and commercial changes affecting the organisation and the market in which it operates when recommending changes to the contents of person specifications;
3. agree, with the advice from the Chief Executive, the process of assessment and decision making;
4. review the nominations and assess the candidates against the role profile and person specification, conducting any interviews with candidates where appropriate;
5. confirm the suitability of the candidates against the person specifications to the Chief Executive;
6. advise candidates not meeting the requirements for the role that their nomination would not proceed; and
7. declare any personal knowledge of candidates but this will not be considered a conflict unless they have a business or personal relationship with the candidate.

#### Membership

The Committee shall comprise of up to six Voting Members of the Institution: three of whom may be nominated by the Board (but who shall not be current trustees) and three of whom may be nominated by the Congress.

The Members of the Nominations Committee should hold office for an initial term of three years and may be appointed for a maximum of two consecutive three-year terms.

The members of the Committee will elect a Chair from amongst their membership. If they are unable to agree, then the President will appoint a Chair.

If a member resigns or is removed from the Committee, the Board or the Congress, as appropriate, shall nominate a candidate to fill the vacant place on the Committee.

#### Meetings

Meetings shall be held according to the timetable for Trustee elections to ensure the deadline is met for presenting results to the AGM. Meetings will be physical or virtual to enable participation of all members.

The minimum requirement for the quorum of the Nominations Committee shall be half of the total number of members of the Committee (rounded down to the nearest whole number) plus one.

In addition, there may be a need to hold ad hoc meetings for the Committee to consider new appointments to fill casual vacancies in accordance with By-law 69 outside of the normal election process.

The Committee may seek advice from others to attend all or part of the meeting as required.

### Records of meetings

Decisions of the Nominations Committee shall be recorded. A member of staff may attend meetings of the Nominations Committee for this purpose.

The records shall include the names of those present and in attendance, any apologies received, any conflicts of interest declared, and the appointment or removal of the Chair and any Committee members.

Major or unanimous decisions will be recorded and circulated by the Committee Chair to all other members of the Committee who will have 7 days to comment. If no comments are received, the decisions will be recorded as approved by the Committee.

The Nominations Committee shall have access to the services of the Chief Executive Office secretariat on all Committee matters, including assisting the Chair in planning the Committee's work, drawing up meeting agendas, maintenance of meeting records, collection and distribution of information and provision of any necessary practical support.

### Annual General Meeting

The Committee Chair should attend the AGM meeting to report on the Committee's decisions where required.

### Nominations Process

The Nominations Process is set out under Regulation 1c of By-Laws 66 and 74, namely:

1. In accordance with timelines set out in the By-Laws and in advance of the AGM, a notice shall be sent to all Voting Members that confirms the trustee roles that shall fall vacant at the AGM. In addition, the Voting Members shall be provided with access to any additional information necessary for them to complete the nominations process. This will include the requirements for the role as set out in the role specific person specification.
2. All nominations that are delivered to the Chief Executive will be forwarded to the Nominations Committee by the Chief Executive with confirmation, or otherwise, that each nominee at the time of nomination was a member in good standing and eligible to stand.
3. The Nominations Committee will consider each eligible nomination against the requirements of the role as set out in the role specific person specification. The Nominations Committee will then confirm whether or not each candidate meets the particular requirements of the vacancy for which they have applied. Where more than one candidate is assessed as being suitably qualified to stand for election for a role, then the Committee will not express a preference as to which candidate is preferred.
4. The Committee will agree, with advice from the Chief Executive, the process of assessment, voting and decision making. This will include the option for a casting vote by the Chair as appropriate.

5. Candidates who are assessed by the Nominations Committee as not yet meeting the requirements for a role will be advised of the decision in writing by the Chair. The decision notice will confirm those areas where a candidate has provided insufficient evidence of relevant knowledge and experience which should be addressed before the candidate makes a further application for a similar role.
6. Where no eligible candidates apply for a vacancy, or those who are eligible are deemed by the Nominations Committee to not yet meet the requirements for the role, then the Committee will confirm to the Board that a casual vacancy exists in accordance with the By-laws.
7. The decisions of the Nominations Committee are final with no grounds for appeal.

### Reporting responsibilities

The Committee shall report to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.

Records of decisions of the Nominations Committee shall be reported back to the Board.

Version 1	29 January 2019
Version 2	23 January 2020
Version 3	3 December 2020
Version 4	14 September 2023