

NOMINATIONS COMMITTEE

Constitution and Terms of Reference

1 PURPOSE

- 1.1 The Nominations Committee (NomCo) is responsible for developing and managing inclusive and transparent processes, including for corporate elections, to support the recruitment, assessment and nomination of suitably experienced candidates to the Trustee Board, Council and governance boards/committees¹. It is responsible for developing a diverse pipeline of candidates and for overseeing succession arrangements of boards/committees.

2 DUTIES

- 2.1 Regularly review the structure, size and composition (including the skills, knowledge, experience and diversity) of the Institution's governance boards/committees and make recommendations to the Trustee Board regarding any changes.
- 2.2 Keep up-to-date and fully informed about the strategic issues and leadership needs of the Institution.
- 2.3 Produce and maintain skills matrices for the Institution's Trustee Board and governance boards/committees and assist Council in doing the same where required. Regularly evaluate the balance of their skills, experience and diversity, and identify opportunities and gaps to be addressed.
- 2.4 Develop a diverse pipeline for succession, considering the current and evolving challenges and opportunities facing the Institution and the skills and expertise needed to address them.
- 2.5 Prepare role descriptions that have due regard to the benefits of diversity and include objective qualifying criteria for applicants, including competence, skills, experience and behaviours.
- 2.6 Delegated authority from the Trustee Board for the management of the Institution's Corporate Elections processes and procedures for the elected Trustee Board and Council positions.
- 2.7 Provide NomCo nominated candidates for election for all required Trustee Board positions. NomCo shall consult the Trustee Board on the selected nominees; the Trustee Board's views, if any, would be considered by NomCo before its list of selected nominees is issued.
- 2.8 Facilitate the appointment of Past Presidents to board and committee positions where there is a Terms of Reference requirement for them.
- 2.9 Support Council in putting forward its members to serve on boards and committees where there is a Terms of Reference requirement for them.
- 2.10 Recommend to the Trustee Board nominations for Honorary Fellowship, Companion and the President's Meritorious Service Award.
- 2.11 Actively promote opportunities and benefits of participating in the governance and leadership of the Institution to all members.

¹ The NomCo remit extends to the following governance boards/committees: Audit & Risk Committee, Finance Board, Strategy Committee, Nominations Committee and Remunerations Committee. This shall be kept under review by the Trustee Board and NomCo.

- 2.12 Recruit, assess and nominate candidates for any other specific roles that the Trustee Board may deem necessary.

3 REPORTING RESPONSIBILITIES

- 3.1 NomCo is accountable to the Trustee Board and following each meeting the NomCo Chair shall provide the Trustee Board with a written report (copied to the Chairs of Council and the governance boards/committees) covering the nature and content of the meeting discussions and any agreed actions or recommendations.
- 3.2 NomCo shall produce a report to be included in the Institution's Annual Report describing its work.

4 MEMBERSHIP

4.1 Composition

- 4.1.1 NomCo shall comprise the following roles:

No.	Role	Basis of Appointment	Term	Type
1	Chair	Shall be a Past President, at least three years since leaving office. Appointed by the Trustee Board.	3 years	Voting
-	Deputy Chair	Appointed by the NomCo Chair in consultation with NomCo members. The Deputy Chair shall be selected from one of the six currently serving ordinary members of NomCo.	Up to 3 years	Voting
1	Trustee	A Trustee who meets the skills, knowledge and experience required for NomCo. Appointed by the Trustee Board.	At the discretion of the Trustee Board	Voting
6	Ordinary Members	Appointed by the NomCo Chair and ratified by the Trustee Board. At least one Ordinary Member shall be an international member.	Up to 3 years	Voting
1	Chief Executive	Ex officio position	-	Non-voting
1	HR Director	Ex officio position	-	Non-voting
1	Secretary	Chief Governance Officer	-	Non-voting

- 4.1.2 Decisions of the NomCo shall be arrived at by a majority of a quorate NomCo. Should there be an equal number of votes for and against a proposal then the Chair shall have an additional deciding vote.

4.2 Appointment

- 4.2.1 NomCo members are either appointed by the Trustee Board or appointed by the NomCo Chair and ratified by the Trustee Board.

- 4.2.2 The Trustee Board appoints a member of the Trustee Board to NomCo. If this person ceases to be a Trustee during their designated term with NomCo, they also cease to be a member of NomCo.
- 4.2.3 Ordinary Member positions are subject to an open call for applications from Members of the Institution who meet the criteria specified in the role description. Applications are evaluated against defined requirements and skill gaps.
- 4.2.4 If, following an open call to Members of the Institution, vacancies for Deputy Chair and Ordinary Members remain, NomCo shall produce a role specification and identify suitable candidates by research, recommendation, recruitment consultants or similar means.
- 4.2.5 The Institution's Chief Executive and HR Director shall be ex officio members of NomCo by virtue of their employee positions.

4.3 Conduct

- 4.3.1 NomCo members are required to commit to the following:
 - a) The Institution's Values, Behaviours and Code of Conduct.
 - b) Always act with integrity.
 - c) Act without vested interest; self-reporting conflicts of interest or loyalty.
 - d) Improving the diversity within the Institution's boards and committees.
 - e) Exercising independent judgement and challenging colleagues appropriately.
 - f) Open up volunteering opportunities to all eligible Members.
 - g) Creating transparent and inclusive processes and procedures that treat candidates objectively and fairly.
 - h) Maintain high levels of confidentiality where required and ensure GDPR compliance is upheld.

4.4 Training

- 4.4.1 NomCo members shall undertake induction, training and refreshers as required to maintain the skills and knowledge for their roles and the broader capabilities and effectiveness of NomCo.

5 SECRETARIAT

- 5.1 The Chief Governance Officer (or their nominee) shall provide NomCo with a professional secretariat service including the preparation of papers and minuting of meetings/actions.
- 5.2 Subject to prevailing business needs established by the Trustee Board or Chief Executive, NomCo may be authorised access to other corporate resources required to support additional work.

6 MEETINGS

6.1 Definition

- 6.1.1 A meeting may be held virtually i.e. web-based or telephone, etc. or in person. To ensure international members on NomCo are not disadvantaged NomCo shall hold only one physical meeting a year.

6.2 Participation

- 6.2.1 Only NomCo members have the right to attend NomCo meetings, and only voting members shall participate in NomCo votes. At the discretion of the Chair and as appropriate for the business at hand, other individuals may be invited as observers, to attend part or all of a NomCo meeting.

6.3 Quorum

- 6.3.1 For a NomCo meeting to be quorate the following members shall attend:
- a) Either the NomCo Chair or the Deputy Chair.
 - b) Three voting members in addition to (a).
 - c) Either the CEO or the HR Director.

6.4 Frequency

- 6.4.1 NomCo should typically meet six times a year, including one physical meeting at the headquarters of the Institution. NomCo members are required to attend (either virtually or in person) at least two thirds of the meetings held and, if unable to do so, their appointment may be terminated by the NomCo Chair.

7 AUTHORITY

- 7.1 The Trustee Board shall approve NomCo's proposed work plan and associated operating budget each year.
- 7.2 NomCo shall seek authorisation from the Trustee Board for any activity and spend not included in the approved work plan or covered by the authorised budget.

8 ACCOUNTABILITY

- 8.1 NomCo is accountable to the Trustee Board for the effective discharge of its duties and responsibilities as set out in this document.

9 APPROVAL

- 9.1 This document was approved by the Trustee Board on **21 April 2022**. It is subject to review and re-approval every two years and, by exception, at other times as required by NomCo or the Trustee Board.