
NOMINATIONS COMMITTEE

TERMS OF REFERENCE

Document Control

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Purpose

To develop and maintain formal, rigorous and transparent procedures for appointments and re-appointments to the Board, its committees, the President and the Chief Executive.

Membership

- The Board will appoint the Chair of the Committee from among its membership.
- The Committee will consist of not less than three members of the Board.
- Other individuals may be invited to attend for all or part of any meeting, as and when appropriate and necessary.

Duties

- To formulate plans for succession and ensure that there is a formal, rigorous and transparent and fair procedure for the appointment of the President, Chair, Honorary Officers and Chief Executive of the Science Council and such other positions as decided by the Board, taking into account the challenges and opportunities facing the charity, and the skills and expertise needed on the Board in the future.
- To regularly review the structure, size and composition of the Board and its committees, (including their diversity, balance of skills, knowledge and experience) and make recommendations to the Board with regard to any adjustments that are deemed necessary.
- To prepare job and person specifications for approval by the Board as required.
- To identify and nominate for the approval of the Board, candidates of equal merit to fill vacancies as and when they arise.
- To consider nominations and reappointments for membership of Board committees as appropriate.
- To review the results of the Board performance evaluation process that relate to the composition of the Board.
- To work and liaise as necessary with all other Board committees.

Reporting responsibilities

- The Chair of the Committee, or a delegated individual, will report to the Board after each meeting on all matters relating to the Committee's duties and responsibilities.
- The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

Quorum

- Two, of which one may be the Chair.
- In the event of a tied vote, the Chair will hold the casting vote.

- If the Chair is not available a nominated Committee member will assume chairing responsibility.

Decision-making

- Committee members participate in a meeting, or part of a meeting, when they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting (for example via telephone or video conferencing).
- In determining whether Committee members are participating in a meeting, it is irrelevant where any Committee member is or how they communicate with each other. If all the Committee members participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

A written resolution circulated to all committee members eligible to vote on the matter at a committee meeting and approved by a two thirds majority of them is as valid as a resolution passed at a meeting of the committee and for this purpose:

- the number of members who approve the written resolution must be at least as many as would be required to form a quorum at a meeting; and
- the written resolution may be contained in more than one document and will be treated as passed on the date of the last signature.

Authority

- The Committee is authorised by the Board to obtain, at the charity's expense, outside legal or other professional advice on any matters within its terms of reference.
- The Committee has no delegated authority to make decision other than decisions to recommend courses of action to the Board.

Secretariat

- The Chief Executive will attend meetings as an observer and be supported by the Governance Manager.
- Discussion on confidential matters relating to the recruitment of the Chief Executive shall take place in absence of the Chief Executive and Governance Manager.