
NOMINATIONS COMMITTEE TERMS OF REFERENCE

Responsible to: Board of Trustees

Purpose

To develop and maintain formal, rigorous and transparent procedures for appointments and re-appointments to the Board and its committees, appointment of 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. In identifying suitable candidates the Committee shall:
 - have authority to use open advertising and/or the services of external advisers to facilitate the search;
 - have due regard to the benefits of diversity and endeavour to consider candidates from a wide range of backgrounds;
 - consider candidates on merit and against objective criteria, taking all reasonable care to ensure that appointees have enough time available to devote to the position.
- To regularly review size and composition of the Board and its committees in order to ensure an appropriate balance of skills, personal and cognitive attributes, experience, diversity, independence and knowledge, recommending any proposed changes to the Board.
- 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 the Board and its committees as appropriate.
- To establish the format, criteria and timings for the annual evaluation of the performance of the Board and of the Chair.
- Ensure that, on appointment, appointees receive a formal letter of appointment setting out clearly what is expected of them in terms of time commitment, committee service and involvement outside board meetings.

- 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.
- The minutes of Committee meetings shall be available on request to all members of the Board.

Frequency of meetings

- The Committee shall meet at least twice a year and otherwise as required.

Quorum

- Two, of which one may be the Chair.
- 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.
- The secretariat shall minute the proceedings and decisions of all committee meetings.

- Discussion on confidential matters relating to the recruitment of the Chief Executive shall take place in absence of the Chief Executive and Governance Manager.

Review

- The Committee shall, at least once a year, review its own performance, constitution and terms of reference to ensure it is operating effectively and recommend any changes it considers necessary to the Board for approval.