

Nominations Committee Terms of Reference

Purpose

To develop and maintain formal, rigorous and transparent procedures for appointments and re-appointments to the Board and its committees; selection of the nominee for President; the appointment of the Chief Executive; and to approve, on behalf of the Board, a number of specific appointments.

Reports to: Board of Trustees

The Chair of the Committee, or a delegated individual, will make a report on all matters relating to the Committee's duties at each Board meeting.

Duties:

General

To develop and maintain formal, rigorous and transparent procedures for appointments and re-appointments, subject the Science Council's Bylaws, Regulations and policies, Charity Commission guidance and, as necessary, Board approval and/or elections by Member Bodies, and relevant national regulations and legislation.

To have due regard to the benefits of equity, diversity and inclusion; to promote equitable practices, and to endeavour to attract and consider candidates from a wide range of backgrounds.

To ensure that the combination of appointed trustee members and co-opted members of the Nominations Committee includes EDI and Human Resource Management expertise.

To proactively consider succession planning needs for Science Council committees and other key roles.

In any case where the Board or Member Bodies reject the Nominations Committee's proposals, to provide an alternative.

To establish the format, criteria and timings for the annual evaluation of the performance of the Board and of the Chair.

To work and liaise as necessary with all other Board committees and senior Science Council staff.

President

To run the process to create a ranked shortlist (and ranked reserve list) of between one and six candidates for the role of President, for Board approval.

Trustees

On behalf of the Board, to advertise elected trustee vacancies and select the applicants to be presented to Member bodies for election.

If requested by the Board, to run the processes for recruiting co-opted trustees to fill up to two elected trustee vacancies until the next General Meeting (bylaw 25).

On behalf of the Board, to advertise Appointed Trustee vacancies to fill prioritised skills gaps (bylaw 26), run the recruitment processes and make recommendations to the Board.

To run the processes for trustee re-appointments.

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Other roles

To run the recruitment and selection processes for the following roles and make appointment recommendations to the Board of Trustees:

- Chair of the Board
- Chair of the Finance, Audit and Risk Committee
- Chair of the Registration Authority
- Honorary Treasurer
- Board EDI lead

To oversee Board members' election of the Vice Chair of the Board

On behalf of the Board, to oversee the recruitment and selection processes, and confirm appointments/re-appointments for the following roles:

- Chair of the Policy Advisory Committee
- Chair of the Technical Pathways Advisory Group

To appoint members of the Registration Authority and the Finance, Audit and Risk Committee.

To recommend to the Board the process for appointing the CEO and implement the Board approved process.

To make nominations or appointments to other roles, as delegated by the Board.

Membership

At least three trustees appointed by the Board, one of whom shall be the Chair of Nominations Committee.

Up to two co-opted members, may be appointed by Nominations Committee to fill the Committee's prioritised skills or knowledge gaps.

In attendance

Chief Executive Officer

Secretariat: Governance and Corporate Services Manager

Frequency and location of meetings

Two online ordinary meetings per annum to conduct the annual cycle of business.

As many recruitment and selection meetings as necessary to make the appointments and recommendations needed to fulfil the duties of the Nominations Committee. Normally online; exceptionally in person.

Meetings of the Committee shall be called by the secretary of the Committee at the request of the Committee Chair or any of its members, with no fewer than five working days' notice.

Business can be transacted between meetings by electronic circulation.

In the absence of the Chair, the remaining members present shall elect one of themselves to chair the meeting.

Quorum

Two trustees.

Record keeping

The Secretary will provide succinct minutes of meetings: recording decisions and, where appropriate, key points from the discussion.

The Secretary will keep recruitment and selection documents in line with Science Council policies and national regulation, ensuring that documents, subject to relevant policies and regulation, can be retrieved subsequently to support the ongoing and evolving work of the Nominations Committee.