

4.7.5 Nominations Committee

Powers and Functions

This Committee operates in line with good governance principles in comparable organisations to the Society in their duties as follows:

- Gives full consideration to succession planning for Directors and other senior Executives in the course of its work and report to the main Board, taking into account the challenges and opportunities facing the Society and what skills and expertise are therefore needed on the Board in the future
- Regularly reviews the structure, size and composition of the Board (including skills, knowledge, experience and diversity) to ensure it keeps pace with the business, and make recommendations to the Board with regard to any changes
- Keeps under review the leadership needs of the Society, both Executive and Non-Executive, with a view to ensuring the continued ability of the Society to compete effectively and fulfil its mission
- Recommends candidates for election and re-election to the board, keeping a full record of candidates interviewed by the Committee.

Reports received

- Board Diversity
- Board Skills Matrix
- Candidate CVs

Composition

The Committee will be comprised of:

- One non-executive Director)
- The Board Chair (or Deputy Chair in the final year of the Board Chair's term of office)
- CEO (deputy: Secretary)

The Nominations Committee Chair should always be a non-executive director. Full attendance is required for the Committee to be quorate.

Ratification

The decisions of the committee are recorded in its minutes. The Chair of the Committee should report on the deliberations and decisions of the Committee at the next full meeting of the Board.

Frequency of Meetings

The Committee will meet a minimum of twice per annum as required, and one meeting will deal specifically with review of the Board Skills Matrix.

Minutes will be maintained and contain a full record of challenges. These are sent to the Board unless it would be inappropriate to do so.

The Committee will carry out an annual review the Terms of Reference.