



Nominations Group Terms of Reference

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Amendment History

Version	Revision Summary	Date Approved	Author
018/21	Minor wording amendments; Removed requirement to report to Council; Added (F) of requirement to consider candidates against role description.	25/03/2021	SK



Nominations Group Terms of Reference

Objective

1. To work towards fulfilment of the College's Vision by ensuring that the Board observes best practice in nominating and selecting excellent governors, and in recommending them for co-option by the Board and election by the College Council.

Responsibilities

2. The Nominations Group is an advisory committee of the Board of Governors, comprised of both governors and Council members, and is charged with seeking out those who can contribute effectively to the Board as governors. In particular:
 - a) Regularly reviewing the structure and composition (including the skills, knowledge and experience) required of the Board compared to its current position and making recommendations to the Board and Council with regard to any changes.
 - b) Giving full consideration to succession planning for governors, in particular for the key roles of Chairs of Governors and Council and Treasurer, taking into account the challenges and opportunities facing the College, and what skills and expertise will be needed on the Board in the future.
 - c) Being responsible for identifying and nominating, for the approval of the Board, candidates to fill Board vacancies as and when they arise;
 - d) Meeting candidates to assess their suitability and ensure they understand the role of governor.
 - e) Before any recommendation is made to the Council in respect of a candidate for election at the Council's Annual General Meeting or any appointment is made by the Board to fill a vacancy:
 - The balance of skills, knowledge and experience on the Board must be evaluated, and
 - In the light of this evaluation, a description of the role and capabilities required for a particular appointment must be prepared.
 - f) In identifying suitable candidates the committee will:
 - make use of networks and constituencies;
 - use open advertising, as and when appropriate;

- consider candidates from a wide range of backgrounds; and
 - consider candidates on merit and against objective criteria as specified in the role description, taking care that appointees have enough time available to devote to the position.
- g) Keeping under review the leadership needs of the College with a view to ensuring the continued ability of the College to fulfil its charitable purpose.
- h) Reviewing annually the time required from governors.
- i) Ensuring that on appointment to the Board, governors receive information explaining what is expected of them in terms of time commitment, committee service and involvement outside Board meetings.
3. The Group will also make recommendations to the Board concerning:
- a) The re-election by Council of any governor under the 'retirement by rotation' provisions in the Articles of Association, having due regard to his or her performance and ability to continue to contribute to the Board in the light of the knowledge, skills and experience required.
- b) The continuation in office of the Chairs of Council and Governors, the Vice Chair and the Treasurer following reviews conducted every two years in respect of the Chairs and three years in respect of the Treasurer as set out in the Terms of Appointment.
- c) Any matters relating to the continuation in office of any governor at any time.

Reporting

4. The Group will circulate Minutes of its meetings to the Governors and the Group, represented by its Chair, will present a report to the Governors regularly and at least annually.

Membership

5. The Group will comprise:
- the Chair of Governors as Chair
 - the Chair of Council
 - the Principal
 - another governor
 - two members of the Council with relevant expertise, who are not also Governors.
6. The Chairs and Principal are members of the Group by right of their appointments. Other members are appointed for a three year period, renewable for further periods of three years, by the Governors.

Meetings

7. The Group will meet as and when necessary to discharge its responsibilities.

8. The minutes of the Nominations Group will constitute a formal record of its meetings and decisions.
9. For a meeting to be quorate, at least one of the Council members, who is not also a Governor, must be present.
10. When the Group is reviewing the appointments of the Chairs and Treasurer, the Principal will chair that part of any meeting.
11. There are no sub-committees of the Nominations Group