

Nominations Panel – Terms of Reference

(Revised and approved by the Board in November 2011)

The functions and duties of the Nominations Panel shall be determined by the Board from time to time, and may include the following:

- a) recommend to the Board nominees for all appointments and awards to be made by the Board;
- b) supervise the admission (and, where necessary, expulsion) of Fellows;
- c) determine, having regard to (a) the compliance by that individual with the Fellowship Charter (b) Bye law 6.10 (Diversity), and (c) in the case of the Board, the skills of such individual, whether a particular nominee should be eligible for election or appointment as a Trustee or a member of the Fellowship Council (FC);
- d) regularly review the structure, size and composition (including the skills, knowledge and experience) required of the Board compared to its current position and make recommendations to the Board with regard to any changes;
- e) give full consideration to succession planning for the role of Chair and Trustees in the course of its work, taking into account the challenges and opportunities facing the organisation, and what skills and expertise are therefore needed on the Board in the future;
- f) before any appointment process is commenced by the Board, evaluate the balance of skills, knowledge and experience on the Board, and, in the light of this evaluation prepare a description of the role and capabilities required for a particular appointment;
- g) in identifying suitable candidates for co-option the Panel shall (where applicable)
 - search for candidates from Fellowship
 - use open advertising to facilitate the search
 - consider candidates from a wide range of backgrounds
 - consider candidates on merit and against objective criteria, taking care that appointees have enough time available to devote to the position
 - keep under review the leadership needs of the organisation with a view to ensuring the long-term success of the organisation;
- h) under exceptional circumstances use its power to intervene if there were substantial concerns brought to their attention regarding the election to the FC, election of regional chairs and co-option of members in the FC and regions;
- i) The Panel shall also make recommendations to the Board concerning:
 - the re-election by members of any Trustee having due regard to their performance and ability to continue to contribute to the Board in the light of the knowledge, skills and experience required
 - membership of the Audit & Risk and Remuneration Committees in consultation with the Chairs of those committees
 - any matters relating to the continuation in office of any Trustee at any time

Membership

The Nominations Panel shall consist of six members, of whom three each shall be appointed by and from (i) the Board and (ii) the Fellowship Council, and its Chair (who shall have a second or casting vote) shall be one of those appointed by the Board.

The Chair of the Board shall not chair the Panel when it is dealing with the matter of succession to the Chairmanship.

The Chief Executive and/or other members of the Executive team will be in attendance as necessary.

Meetings

The Panel will meet as required but normally 3 times per annum.

Quorum

A quorum will comprise the Chair and two other members one of whom must be a Board appointee and one a Fellowship Council appointee.

Chair

To be agreed by the Panel but will be a member appointed by the Board.

Other

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

Revised in November 2011