

Process Ref: CQI0075  
Revision: 11  
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Owner: Nominating Committee Chair  
Approver: Board Chair

Post a SharePoint Migration this is now version 10 to align it with SharePoint versioning.  
Note there were no changes between version 3 and 10.  
Version 11 – align with new CQI Council

# Terms of Reference for the Nominating Committee

## 1 Purpose and Scope

- 1.1 On behalf of the CQI Board of Trustees, the role of the Nominating Committee (NC) is to:
  - i. Manage the selection process to nominate Members of the Institute as Board Trustees, excluding co-opted Board members.
  - ii. As requested, support the Board and Executive in identifying persons with potential for Trustee succession planning.
  - iii. As requested, provide advice to the Board of Trustees on appointments to positions on the Board's sub-committees.

## 2 Accountabilities and Communication

- 2.1 The NC is accountable to the Board of Trustees.

## 3 Duties

- 3.1 To define and use a recruitment process for new Board Trustees and Trustees for re-election that is transparent, robust, ethical, fair, addresses equal opportunity and diversity issues and that is approved by the Board of Trustees.
- 3.2 To ensure clear criteria on which to determine the suitability of candidates for each appointment.
- 3.3 To nominate suitable candidates to ordinary members of the CQI Council for election.

## 4 Regulations

- 4.1 The membership of the NC is as follows:
  - i. Up to four members of the Board of Trustees (the Board) elected by the Board.
- 4.2 The NC will elect its own Chair.
- 4.3 The NC will be supported by the Executive.

## 5 Tenure of NC Members

- 5.1 NC Members shall serve three-year terms unless they resign in the interim.
- 5.2 NC Members may serve no more than three consecutive terms.

5.3 All resignations shall be recorded.

## 6 Meetings

- 6.1 Meetings shall be scheduled as required by the Executive, Board of Trustees or as directed by the Chair.
- 6.2 The quorum shall be 3 members of the NC.
- 6.3 The Executive shall provide a secretary responsible for proposing and agreeing agendas, calling meetings, distributing papers and maintaining records and formal minutes.
- 6.4 Meetings may take place electronically, physically or by conference call. Voting shall be decided by a simple majority of members participating. The Chair of the meeting has the casting vote.

## 7 Responsibilities of Members

- 7.1 Members have a duty at all times to demonstrate attributes of integrity, honesty and openness and shall declare wherever appropriate any interests material to discussions or decisions.
- 7.2 When submitting nominations to the Council, the NC will provide a short CV for each candidate and outline the reasons for each nomination.
- 7.3 Members of the NC who are themselves being considered by the NC for an appointment shall declare a conflict of interest and withdraw from the meeting for the duration of any discussion and voting for which they have an interest.

## 8 Changes to these Terms of Reference

- 8.1 The NC will review its terms of reference annually and agree changes to these Terms of Reference in consultation with the Board of Trustees.

<b>Approver</b>	Board Chair
<b>Associated process documents</b>	CQI0064 - Appointment of Nominating Committee members CQI0061 – Appointment of Trustees by the Council CQI0137 – New Trustee Talent Development Process CQI0138 – Board of Trustees Re-election Process