

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

Version 12 – remove reference to CQI0064 Version 13 – include co-option duties

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,
 - ii. Manage and operate the Trustee co-option process
 - iii. As requested, support the Board and Executive in identifying persons with potential for Trustee succession planning.
 - iv. As requested, provide advice to the Board of Trustees on appointments to positions on the Board's sub-committees (Governance & Risk Committee, Nominating Committee & Finance & Remuneration Committee).

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.

Approver	Board Chair
Associated process documents	CQI0061 – Appointment of Trustees by the Council CQI0137 – New Trustee Talent Development Process CQI0138 – Board of Trustees Re-election Process