**Terms of Reference for the Nominating Committee**

1. **Purpose and Scope**
   1. On behalf of the Membership Council (the Council), the role of the Nominating Committee (NC) is to:
   2. Manage the selection process to nominate Members of the Institute as Board Trustees, excluding co-opted Board members.
   3. As requested, support the Board and Executive in identifying persons with potential for Trustee succession planning.
   4. As requested, provide advice to the Board of Trustees on appointments to positions on the Board’s subordinate boards.
2. **Accountabilities and Communication**
   1. The NC is accountable to the Council.
3. **Duties**
   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 Council.
   2. To ensure clear criteria on which to determine the suitability of candidates for each appointment.
   3. To nominate suitable candidates to Council for election.
4. **Regulations**
   1. The membership of the NC is as follows:
5. Up to Five members of the Council elected by the Council.
6. Two members of the Board of Trustees (the Board) elected by the Board.
7. Up to three other people appointed by the NC and ratified by Council.
   1. The NC will elect its own Chair.
   2. The NC will be supported by the Executive.

1. **Tenure of NC Members**
   1. NC Members shall serve three-year terms unless they resign in the interim.
   2. NC Members may serve no more than three consecutive terms.
   3. All resignations shall be recorded.
2. **Meetings**
   1. Meetings shall be scheduled as required by the Executive, Council or as directed by the Chair.
   2. The quorum shall be 3 members of the NC.
   3. The Executive shall provide a secretary responsible for proposing and agreeing agendas, calling meetings, distributing papers and maintaining records and formal minutes.
   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.
3. **Responsibilities of Members**
   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.
   2. When submitting nominations to the Council, the NC will provide a short CV for each candidate and outline the reasons for each nomination.
   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.
4. **Changes to these Terms of Reference**
   1. The NC will review its terms of reference annually and agree changes to these Terms of Reference in consultation with the Council.

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| **Approver** | Council Chair |
| **Associated process documents** | CQI0064 - Appointment of Nominating Committee members  CQI0061 – Appointment of Trustees by the Council |