



CQI Nominating Committee: Terms of Reference

1 Purpose and Scope

- 1.1 The role of the Nominating Committee (the Committee) is to:
- i. Advise the Advisory Council (the Council) on all matters connected with the election and appointment of Members of the Institute to the posts of:
 - (1) Members of Council in both co-opted and stakeholder categories.
 - (2) Trustees, excluding co-opted members.
 - ii. Oversee the process for nominating national members to Council.
 - iii. Review stakeholder nominations to Council.
 - iv. Identify new talent in conjunction with the Executive and undertake succession planning for the above positions.
 - v. Ensure that all such appointments are made within a transparent, robust, ethical and fair process that takes account of diversity and equal opportunity requirements.
 - vi. As requested provide advice to the Board of Trustees on appointments to positions on the Board's subordinate boards.

2 Accountabilities and Communication

- 2.1 The Committee is accountable to the Council.

3 Duties

- 3.1 To define a recruitment process for the relevant post that is transparent, robust, ethical, fair addresses equal opportunity and diversity issues and that is approved by Council.
- 3.2 To ensure that it has clear criteria on which to determine the suitability of candidates for each appointment.
- 3.3 To receive and review nominations for election.
- 3.4 To identify suitable candidates for offices or positions within the governance of the Institute and to submit nomination(s) to Council for appointment.

4 Constitution

- 4.1 The membership of the Committee is as follows:
- i. Three members of the Council elected by the Council.
 - ii. Two members of the Board of Trustees (the Board) elected by the Board.



- iii. Up to three other people appointed by the Committee and ratified by Council.
- 4.2 The Committee will elect its own chair.
- 4.3 The Committee will be supported by the Executive.

5 Tenure of Committee Members

- 5.1 Committee Members shall serve three-year terms unless they resign in the interim.
- 5.2 Committee 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, Council or as directed by the Chair.
- 6.2 The quorum shall be 5 members of the Committee.
- 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 its recommendations for appointments or co-options the Committee will provide a short CV for each candidate and outline the reasons for its recommendation.
- 7.3 Members of the Committee who are themselves being considered by the Committee 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.
- 7.4 The Committee may invite candidates for nomination to an interview.

8 Changes to these Terms of Reference

- 8.1 The Nominating Committee will review its terms of reference annually and agree changes to these Terms of Reference in consultation with the Council.

End