

Terms of Reference for the Nominating Committee

1 Purpose and Scope

- 1.1 On behalf of the Membership Council (the Council), 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 Council.

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 Council.
- 3.2 To ensure clear criteria on which to determine the suitability of candidates for each appointment.
- 3.3 To nominate suitable candidates to Council for election.

4 Regulations

- 4.1 The membership of the NC is as follows:
- i. Up to Five members of the Council elected by the Council.
 - ii. Two 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.



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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 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 Council.

Approver	Council Chair
Associated process documents	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