

Terms of Reference for the Nominations Committee

As adopted by the Board on 24 September 2012

The following words shall have the meanings shown:

“Committee” shall mean the Nominations Committee.

“Council” shall mean the CII Representative Council.

“Board” shall mean the CII’s Governing Board.

“Member” or “members” includes members of Council, the Board and Committees.

1. Membership

1.1 Members of the Committee shall be:

1.1.1 An independent Chair (i.e. lay meaning a person who is not and never has been a member or student of the Institute and is not on any other committee, Council or the Board) to be recruited, through a Nolan compliant procedure in accordance with section 12 below.

1.1.2 The President of the Institute.

1.1.3 The Deputy President (President Designate) of the Institute.

1.1.4 A Council Member who is also a LI regionally elected Board Member.

1.2 Only members of the Committee have the right to attend Committee meetings. Other individuals may be invited to attend for all or part of any meeting, as and when appropriate.

1.3 In the absence of the Committee Chair, the remaining members present shall elect one of their number to chair the meeting.

1.4 Appointments to the Committee in respect of 1.1.1 and 1.1.4 shall be for a term of up to three years, which may be extended, subject to Board approval, for one further three-year term provided the member remains eligible throughout that period. In the case of the Independent Chair, renewal of a second term of three years will require the approval of the members at the Annual General Meeting.

1.5 The Board may appoint an Independent Chair at any time during the Institute year. The appointment, however, will be subject to ratification by the members at the next following Annual General Meeting.

1.6 The Board may appoint may fill a casual vacancy for the post of Local Institute regionally elected Board Member at any time during the Institute year.

2. Secretary

2.1 The Company Secretary, or his nominee, shall act as the Secretary of the Committee.

3. Quorum

3.1 The quorum necessary for the transaction of business shall be three members.

3.2 A duly convened meeting of the Committee, at which a quorum is present, shall be competent to exercise all or any of the authorities, powers and discretions vested in, or exercisable by, the Committee.

4. Frequency of Meetings

4.1 The Committee shall meet at least twice a year and at such other times as the Chair of the Committee shall require.

4.2 If any member of the Committee fails to attend three consecutive meetings, without good cause, they may be removed from the Committee by the Chair, subject to Board approval.

5. Notice of Meetings

5.1 Meetings of the Committee shall be summoned by the Secretary of the Committee at the request of the Chair of the Committee.

5.2 Unless otherwise agreed, notice of each meeting, confirming the venue, time and date, together with an agenda of items to be discussed, shall be forwarded to each member of the Committee and any other person required to attend, no later than five working days before the date of the meeting. Supporting papers shall be sent to Committee members and to other attendees as appropriate, at the same time.

6. Minutes of Meetings

6.1 The Secretary shall minute the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance.

6.2 Minutes of Committee meetings shall be circulated promptly to all members of the Committee

7. Annual General Meeting

7.1 The Chair of the Committee shall attend the Annual General Meeting and be prepared to respond to any questions on the Committee's activities.

8. Duties

8.1 The Committee shall, in respect of nominations:

- 8.1.1 give full consideration to succession planning for such members of the Board as are appointed by the Board itself, taking into account the challenges and opportunities facing the CII, and what skills and expertise are therefore needed in the future;
- 8.1.2 be responsible for identifying and nominating for the approval of the Board, candidates to fill vacancies on the Board, Chairs of its committees and Institute Vice Presidents as and when they arise;
- 8.1.3 in identifying suitable candidates the Committee shall ensure that all associated procedures are in line with the CII's agreed governance appointment underpinning principles (see Appendix A):
 - 8.1.3.1. receive recommendations or suggestions for consideration from any source including the Board, Council, other Committees, Local Institutes and members;
 - 8.1.3.2. use open advertising or the services of external advisers to facilitate the search where appropriate;
- 8.1.4 When considering the appointment of the Chief Executive and committee chairmen, the Committee should ensure that, as well as requesting nominations, it also utilises open advertising and/or the services of external advisers to identify suitable candidates.
- 8.1.5 The selection process for these positions will be as directed by the Board from time to time.
- 8.1.6 Ensure that, on appointment, committee appointees receive a formal letter of appointment setting out clearly what is expected of them in terms of time commitment, committee service and involvement.

8.2 The Committee shall also:

- 8.2.1 make recommendations to the Board concerning formulating plans for the key roles of President and Chief Executive;
- 8.2.2 make recommendations to the Board concerning candidates for Honorary Fellowship;
- 8.2.3 make recommendations to the Board concerning candidates for nominations for New Year and Queen's Honours and oversee the submission of nominations to HM Government.
- 8.2.4 monitor the processes and procedures to be followed by committee chairmen to ensure adherence to the underlying governance principles.

9. Reporting Responsibilities

- 9.1 The Committee Chair shall report formally to the Board on its proceedings once per year on all matters within its duties and responsibilities.
- 9.2 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.
- 9.3 The Committee shall make a statement in the annual report about its activities, the process used to make appointments and explain if external advice or open advertising has not been used.

10. Other

- 10.1 The Committee shall, at least once a year, review its own performance, constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

11. Authority

- 11.1 The Committee is authorised to seek any information it requires from any employee of the CII in order to perform its duties.
- 11.2 The Committee is authorised to obtain, at the CII's expense, outside legal or other professional advice on any matters within its terms of reference.

12. Recruitment of Independent Chair

- 12.1 The Independent Chair will be recruited through external advertising using such consultants as may be deemed appropriate. The candidate will comply with such competency criteria as the Board may deem appropriate and will be appointed by the Board.
- 12.2 An Initial review of candidates for short-listing will be undertaken by a sub-committee of the Board comprised as follows:
 - 12.2.1 President (who may consult with the Chief Executive as necessary)
 - 12.2.2 Deputy President
 - 12.2.3 Immediate Past President
 - 12.2.4 3 LI regionally elected members of the Board.

The final interview will be undertaken by the President and one Board member from those regionally elected by LI's. Other members may be requested to participate as the President sees fit.

13. Appendix A - Governance Appointments - Underpinning Principles

Objectivity

Appointments processes will be robust in order that recommendations are based as far as possible on objective information, rather than subjective opinion.

Transparency

Appointments processes will be published widely so that they are known and understood. Forthcoming vacancies will be published widely so that they are known

Choice

Potential candidates will be drawn initially from as wide a pool as possible and wherever possible, shortlists of one will be discouraged.

Merit

Appointment recommendations will be made on the basis of merit i.e. the candidate(s) that best match the knowledge, skills and qualities required of the role will be recommended.

Appointees wishing to stand for a second term would be eligible only if they meet the knowledge, skills and qualities required at the time of re-appointment and they had a satisfactory and recent performance appraisal by the appropriate Chair.

Responsibility

Governance responsibility for appointments will be in accordance with the Charter and Bye-laws in operation at the time.

Integrity

Everyone engaged in the process will act at the highest levels of Integrity.

Respect

Everyone who applies or who is considered for appointment will be treated with the highest levels of respect at every stage - including respect for both commercial and personal confidentiality.

Proportionality

Practices during each appointment will be appropriate for the circumstances to ensure the highest quality candidates in the required timescales.

Diversity

Appointment processes should reflect the strong business case for balanced boards and committees and that inclusive and diverse bodies are more likely to be effective, better able to understand their stakeholders and to benefit from fresh perspectives, new ideas, vigorous challenge and broad experience.