

## COUNCIL

### Terms of Reference: Nominations committee

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**Meeting:** 15 May 2019

**Status:** for decision

**Lead responsibility:** Nicola Ebdon (Head of Governance)

**Paper author:** Lisa Harmshaw (Governance Manager)

### Purpose

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1. This paper presents terms of reference (ToR) for the Nominations committee (Nomco) for approval.

### Recommendation

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2. Council are asked to **approve** the ToR for Nomco.

### Strategic objective

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3. This work is required to ensure the effective functioning of Council and its committees (both statutory and non-statutory) as part of our Governance Framework. It therefore underpins all our strategic objectives.

### Risks

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4. Having clear and up to date ToR in place ensures that committees are operating within their respective levels of authority and, where appropriate, their legislative duties.

### Background

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5. The ToR for Nomco provide for the committee to 'review its terms of reference, every three years and recommend any changes it considers necessary to Council for approval'.
6. Nomco last reviewed its terms of reference in 2017 when two changes were required relating to (i) empowering the committee to review and approve the role description for the Senior Council Member (SCM) and (ii) to task them with seeking to continually improve the appointments processes.

### Analysis

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7. Revised ToR for Nomco are attached at **annex one**. These were discussed by the committee on 20 March 2019 and are recommended for approval. We have sought to clarify the role of Nomco particularly in relation to where they have authority to 'approve' and where they are 'making recommendations to Council'.

**Impacts**

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8. There are no implications in relation to budget/resources, reserves, equality and diversity, human rights or sustainability. Where required terms of reference take into account our legislative requirements.

**Devolved nations**

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9. There are no implications for the devolved nations.

**Communications**

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10. Once approved, the ToR will be published on the GOC website.

**Timeline for future work**

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11. Future reviews will be carried out on a three-year basis – the next is due in 2022.

**Attachments**

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**Annex one:** Nominations committee ToR.

## Nominations committee ('Nomco' / 'committee'): terms of reference

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### 1. Purpose

- 1.1 ~~Nomco is responsible for~~ ~~will seek to continually reviewing,~~ improvinge and approvinge:
  - 1.1.1 member<sup>1</sup> appointment and reappointment processes;
  - 1.1.2 the member ~~appraisal review~~ process;
  - 1.1.3 the annual process for Council evaluation;
  - 1.1.4 plans for member development (including induction and training);
  - 1.1.5 plans for committee member appointments, following a review of requirements as per the Member Appointment Process (including the role profile, person specification (competences), timetable, advertising strategy and members of selection appointment panels); and
  - 1.1.6 plans for Council member appointments as specified in the Member Appointment Process, following a review by Council of the vacancy requirements (including the timetable for appointments, advertising strategy, role profile, competences and members of appointment panels), prior to submitting an 'Advance Notice' to the PSA.
- 1.2 Nomco will approve (as delegated by Council):
  - 1.2.1 the re-appointment of members (excluding Council members) in line with the Council and committee re-appointment process;
  - 1.2.2 member (excluding Council members) extensions and emergency appointments; and
  - 1.2.3 matters relating to the continuation in office of any member (excluding Council members) including the retraction of resignation, disqualification, suspension and removal from office.
- 1.3 Nomco will consider and recommend to Council:
  - 1.3.1 proposals on the role profile and competences required of Council members, following an evaluation of vacancy requirements;
  - 1.3.2 the re-appointment of Council members (in line with the Council and committee appointment process) prior to recommendation to the Privy Council;
  - 1.3.3 the role description for the Senior Council member;
  - 1.3.4 Council member extensions and emergency appointments;
  - 1.3.5 matters relating to the continuation in office of any Council member including the disqualification, suspension and removal from office of the Chair and Council members;
  - 1.3.6 implications (if any) of how the Committee's work contributes to Council's ability to fulfil its duties under the Equality Act and other relevant legislation and guidelines; and matters relating to any issues on the GOC's risk registers pertaining to the Committee's remit.

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<sup>1</sup> Members are individuals who work with the GOC who are neither employees nor contractors (as defined by their contract with us).

1.4 Committee members may also act as members of Appointments Panels to carry out appointment campaigns (in line with the Member Appointment Process). It will be for the Appointment Panel to make recommendations to the Privy Council in relation to Council appointments and to make appointments in relation to all other member vacancies.

## 2. Membership, Chair, Secretary and Quorum

### 2.1 Nomco:

2.1.1 shall comprise of up to four members, but may operate with fewer while a vacancy exists provided the quorum is maintained;

2.1.2 will normally include the Council Chair (ex-officio), two other Council members and one fully independent<sup>2</sup> external member. Membership of Nomco may be adjusted (with Council agreement);

2.1.3 be chaired by the Council Chair, except when the committee it is dealing with the matter of succession to the chairmanship. In the absence of the Committee Chair, the remaining members present shall elect one of their number to chair the meeting;

2.1.4 will not include any Council members for the purposes of considering their own appointment or re-appointment;

2.1.5 members (with the exception of the ex-officio member) will be appointed by Council for a period of up to three years, extendable by one additional period of three years. Appointments will be made by Council, after recommendation by the Chair, and expiration dates will be staggered to ensure continuity;

2.1.6 members have the right to attend and participate at Committee meetings. However, other individuals such as the Chief Executive and Registrar, Head of Governance, Human Resources Team members or other advisers considered appropriate by the Chair may be invited to attend for all or part of any meeting;

2.1.7 quorum necessary for the transaction of business shall be two members. Member's attendance via telephone or video-link is permissible for the purposes of determining a quorum;

2.1.8 by way of a duly convened meeting at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in as outlined in Section one of these terms of reference, or exercisable, by the Committee; and

2.1.9 may take decisions via email, where the Chair of the Committee considers it appropriate. An audit trail of decisions taken by email will be maintained by the Governance Team.

2.2 In the instance of a tied vote and where the Committee has the authority to make a final decision, the Chair will have the casting vote. In the instance of a tied vote where a recommendation is being made to Council, the outcome of the vote will be reported to Council.

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<sup>2</sup> a person who is able to provide a credible and unbiased perspective, who is not a GOC employee or a member of Council or any of its committees and who is not or has never been a registrant of the GOC or an employee of a registrant of the GOC.

2.3 A member of the Governance Team shall act as the secretary of the Committee.

**3. Frequency and Notice of Meetings**

3.1 The Committee shall meet as required to fulfil its duties, with a minimum of one meeting a year.

3.2 Meetings of the Committee, other than those regularly scheduled as above, shall be summoned by the secretary of the Committee at the request of the Committee Chair.

3.3 Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed and supporting papers, 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.

**4. Minutes of Meetings**

4.1 The secretary shall minute the discussion, decisions and actions of all meetings of the Committee, including recording the names of those present and in attendance.

4.2 Minutes of Committee meetings shall be circulated promptly to all members of the Committee once agreed by the Committee Chair.

**6. Accountability & Reporting Responsibilities**

6.1. The Committee is accountable to Council.

6.2. The draft minutes of the Committee meeting will be circulated to the next Strictly Confidential or Public Council meeting (as appropriate), along with a report from the Committee Chair highlighting any issues for Council's discussion/consideration.

6.3. The Committee will approve a statement in the annual report about its membership, role and remit for the preceding year.

**7. Other**

7.1. Nomco:

7.1.1. shall, at least once a year, review its own performance against its terms of reference to ensure it is operating at maximum effectiveness and report the review to Council;

7.1.2. shall review its terms of reference, every three years and recommend any changes it considers necessary to Council for approval;

7.1.3. is authorised by Council to investigate any activity within its terms of reference; and

7.1.4. is authorised to obtain, at the GOC's expense, outside legal or other professional advice on any matters within its terms of reference

Prepared by the GOC Governance Team

Approved by Council in [May 2019] TBC

To be reviewed in 2022 by the Nominations committee.