



COU.16/17:57

NOMINATIONS COMMITTEE TERMS OF REFERENCE

The Committee was constituted at a full meeting of the Registered Members held on 24th July 2017 in accordance with the articles of association of the Architectural Association (Inc.)

1. MEMBERSHIP

- 1.1 The Committee shall comprise at least three directors all of whom shall be independent members of Council.
- 1.2 Only members of the Committee have the right to attend Committee meetings. However, other individuals such as the School Director, the head of HR and external advisers may be invited to attend for all or part of any meeting, as and when appropriate and necessary.
- 1.3 Appointments to the Committee are made by Council and shall be for a period of up to three years, which may be extended for further periods of up to three years, provided the Committee members still meets the criteria for membership of the Committee.
- 1.4 Council shall appoint the Committee chair who should be either the President of the Council or an independent member. In the absence of the committee chair and/or an appointed deputy, the remaining members present shall elect one of themselves to chair the meeting from those who would qualify under these terms of reference to be appointed to that position by the board. The President of Council shall not chair the Committee when it is dealing with the matter of succession to the President of Council.

2. SECRETARY

The Company Secretary or his/her nominee shall act as the secretary of the committee.

3. QUORUM

The quorum necessary for the transaction of business shall be two both of whom must be independent members of Council.

4. FREQUENCY OF MEETINGS

The Committee shall meet at least twice a year and otherwise as required.

5. NOTICE OF MEETINGS

- 5.1 Meetings of the Committee shall be called by the secretary of the Committee at the request of the Committee chair.
- 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, 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. 7. 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 Draft minutes of committee meetings shall be circulated promptly to all members of the Committee. Once approved, minutes should be circulated to all other members of Council unless in the opinion of the Committee chair it would be inappropriate to do so.

7. ANNUAL GENERAL MEETING

- 7.1 The Committee chair should attend the annual general meeting to answer any questions raised by members of the Association on the committee's activities.

8. DUTIES

The Committee should carry out the duties below for the group as a whole.

The Committee shall:

- 8.1 regularly review the structure, size and composition (including the skills, knowledge, experience and diversity) of Council and make recommendations to the Council with regard to any changes;
- 8.2 give full consideration to succession planning for members of Council and other senior executives in the course of its work, taking into account the challenges and opportunities facing the Association, and the skills and expertise needed on Council in the future;
- 8.3 keep under review the leadership needs of the organisation, both executive and non-executive, with a view to ensuring the continued ability of the association to compete effectively in the field of higher education;
- 8.4 keep up to date and fully informed about strategic issues and regulatory changes affecting the Association and the field in which it operates;
- 8.5 be responsible for identifying and nominating for the approval of Council, candidates to fill Council vacancies as and when they arise;
- 8.6 before any appointment is made by the Council, evaluate the balance of skills, knowledge, experience and diversity on the board, and, in the light of this evaluation, prepare a description of the role and capabilities required for a particular appointment. In identifying suitable candidates the committee:

- 8.6.1 may use open advertising or the services of external advisers to facilitate the search
- 8.6.2 shall consider candidates from a wide range of backgrounds;
- 8.6.3 shall consider candidates on merit and against objective criteria and competency frameworks and with due regard for the benefits of diversity on Council, including gender, taking care that appointees have enough time available to devote to the position;
- 8.7 for the appointment of a President, the committee should prepare a job specification, including the time commitment expected. A proposed President's other significant commitments should be disclosed to the Council before appointment and any changes to the President's commitments should be reported to the Council as they arise;
- 8.8 prior to the appointment of a member of Council, the proposed appointee should be required to disclose any other business interests that may result in a conflict of interest and be required to report any future business interests that could result in a conflict of interest;
- 8.9 ensure that on appointment to Council, independent members receive a formal letter of appointment setting out clearly what is expected of them in terms of time commitment, committee service and involvement outside Council meetings;
- 8.10 review the results of the board performance evaluation process that relate to the composition of Council;
- 8.11 review annually the time required from independent members of Council. Performance evaluation should be used to assess whether the independent members of Council are spending enough time to fulfil their duties; and
- 8.12 work and liaise as necessary with all other committees of Council.

The Committee shall also make recommendations to the Council concerning:

- 8.13 formulating plans for succession for independent members of Council and in particular for the key roles of President and School Director;
- 8.14 suitable candidates for the role of Vice President;
- 8.15 membership of the audit and risk and remuneration committees, and any other Council committees as appropriate, in consultation with the chairs of those committees;
- 8.16 the re-appointment of any independent member of Council at the conclusion of their specified term of office having given due regard to their performance and ability to continue to contribute to the Council in the light of knowledge, skills and experience required; and
- 8.17 any matters relating to the continuation in office of any Council member at any time including the suspension or termination of a Council member subject to the provisions of the law.

9. REPORTING RESPONSIBILITIES

- 9.1 The Committee chair shall report to Council on its proceedings after each meeting on all matters within its duties and responsibilities.
- 9.2 The Committee shall make whatever recommendations to Council it deems appropriate on any area within its remit where action or improvement is needed.
- 9.3 The Committee shall if required produce a report to be included in the Association's annual report about its activities, the process used to make appointments and explain if external advice or open advertising has not been used. Where an external search agency has been used, it shall be identified in the annual report and a statement made as to whether it has any connection with the Association.
- 9.4 Any report referred to in 10.3 above should include a statement of Council's policy on diversity, including gender, any measurable objectives that it has set for implementing the policy, and progress on achieving the objectives.

10. OTHER MATTERS

The Committee shall:

- 10.1 have access to sufficient resources in order to carry out its duties, including access to the company secretary for assistance as required.
- 10.2 be provided with appropriate and timely training, both in the form of an induction programme for new members of Council and on an ongoing basis for all members
- 10.3 arrange for periodic reviews of its own performance and, at least annually, review its terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Council for approval.

11. AUTHORITY

The Committee is authorised by Council to obtain, at the Association's expense, outside legal or other professional advice on any matters within its terms of reference.