

## **NOMINATIONS COMMITTEE: TERMS OF REFERENCE**

### **Role and Responsibilities**

1. The Nominations Committee is a sub-committee of the Board of the British Council. On behalf of the Board it maintains an overview of the composition of the Board of Trustees and ensures that the Trustees collectively provide the expertise and experience required for the governance of the Council, as determined by the Board and the Charter<sup>1</sup>. It also leads recruitment of the Deputy Chair and Chief Executive, ensuring that these persons hold the expertise and experience required.
2. The Committee's responsibilities are:
  - a) To identify and take action to fill any gaps in numbers or profile of the Board of Trustees through initiating and directing an appointments process
  - b) To approve the job and person specifications of the Chief Executive and Trustees and direct their recruitment
  - c) To ensure that all recruitment is undertaken in accordance with the current appointments policy and processes of the Board and keep abreast of best practice on appointments in the public sector
  - d) To act as the Selection Panel for appointment of Trustees and Chief Executive
  - e) To ensure a suitably diverse and qualified field of candidates for all appointments
  - f) To propose preferred persons to the Board of Trustees for election, or for appointment in the case of the Chief Executive
  - g) To make proposals to the Board on the need to amend the current appointments policy and processes as required.

### **Authority**

3. The Nominations Committee may, as it considers appropriate:
  - Co-opt additional Trustees or independent external persons to the Committee on an ad hoc basis to assist with individual appointments and in particular to sit on selection panels.
  - Appoint recruitment consultants to assist with identification of candidates, short-listing and administration of selection processes.
  - Delegate identification of candidates and administration of selection processes to the executive.
  - Appoint an independent assessor to monitor the appointments process.

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<sup>1</sup> According to byelaw 7 of the Charter, "every elected Board member shall be elected by the Board from persons whose names have been proposed in writing by two Board members to the Board not less than seven days before the meeting of the Board at which an election is to take place and who have agreed to such a proposal."

## **Reporting**

4. The Chair of the Nominations Committee [or in his/her absence another Trustee member of the Committee] will report to the Board at the next Board meeting.
5. The Committee will report annually to the Board on the overall profile of the Board of Trustees and on the work of the Committee.

## **Constitution**

6. The Nominations Committee will consist of at least three Trustees selected by the Board. The Chair of the Board will chair the Committee. When business is connected to recruitment of the Deputy Chair, the Deputy Chair will not be present.
7. The quorum will be three members. The Chair may call a meeting of the Committee at any time.
8. The Secretary to the Board is secretary to the Committee
9. The Committee will meet at least once a year
10. The Committee may invite other people to attend its meetings, including external representatives or other British Council staff.

## **Membership**

11. Members shall be selected by the Board such that the Committee has a broad range of experience appropriate to its responsibilities and including experience of recruitment and selection for large organisations and the governance of charitable, public sector and revenue earning organisations.
12. Where possible the composition of the Committee should be such so as to achieve a reasonable balance in terms of gender, age and ethnicity.

## **Review of these terms of reference**

The Nominations Committee will review its terms of reference annually and will recommend any necessary changes to the Board.

Reviewed: October 2016

**Note:** The recruitment of Chair follows a similar process to that of the Chief Executive but is led by the Deputy Chair who constitutes a selection panel and process for Board approval.