

Terms of Reference

Nominations Committee

Committee name	Nominations Committee
Staff lead	Chief Executive
Date approved by the Board	2 July 2024
Date last reviewed	6 May 2026
Date of next review	May 2029

1. Purpose

ITI is committed to maintaining a fair, robust, transparent, and inclusive process for recruiting members to its Board and to its committees. The recruitment processes for all ITI committees should be based on the principles of equity, diversity, and inclusion, ensuring that both the Board and its committees reflect the diverse membership of ITI wherever possible.

The Board has established the Nominations Committee to take the lead in identifying:

- potential candidates for election to the Board
- chairs and members of ITI's standing committees.

The Nominations Committee is an advisory body. It makes recommendations to the Board and can only act on the authority of the Board.

2. Responsibilities

The committee is responsible for:

- operating in accordance with ITI's objects, mission, and values
- maintaining confidentiality in its operations to protect the privacy of potential candidates and existing Board and committee members
- promoting fairness and transparency in the nomination process and encouraging broad participation from across ITI's membership
- staying informed about good practice in governance and nomination processes in not-for-profit organisations
- regularly evaluating the effectiveness of its own operations and implementing improvements as needed

2.1 Recruiting Board members

- identifying and encouraging potential candidates for election who have the skills and knowledge to help the Board discharge its duties and meet its strategic objectives
- taking action to ensure that the Board is as representative as possible of ITI membership in terms of protected characteristics, background, experience, and expertise
- working with the Chief Executive to manage the Board election process in accordance with ITI's Articles of Association and Bylaws

2.2 Recruiting committee chairs and members

- identifying potential chairs and members who have the relevant skills and knowledge to help the committee in question discharge its duties in accordance with its terms of reference
- assessing the qualifications, experience, and suitability of potential candidates against the established criteria for the committee in question

- presenting nominations to the Board for approval, with supporting information for each nomination
- advising and supporting committee chairs on the process for recruiting members of their committees.

3. Authority

The committee is authorised by the Board to:

- investigate any activity within its terms of reference
- make recommendations to the Board on any matter within its terms of reference.

The committee has specific delegated authority to:

- design and implement the process for identifying candidates who could be encouraged to stand for election to the Board
- devise and review role descriptions for the chairs of ITI's committees
- design and implement the process for recruiting chairs of ITI's committees
- advise and support committee chairs on suitable processes for appointing members of their committees.

Any matter that falls outside these terms of reference must be referred to the Board.

The Board may from time to time ask the committee to undertake specific tasks or projects. The scope and timetable for any such work will be agreed with the committee chair.

4. Committee composition

The committee shall consist of a minimum of six and a maximum of nine members, including the chair.

4.1 Chair

- The chair is appointed by the Board in accordance with the ITI committee recruitment process.
- The chair of the Nominations Committee must be a member of the Board. If the chair ceases to be a Board member, they must also step down as chair of this committee.
- The term of office for the chair is three years. The chair may be reappointed for one further term of three years. The maximum consecutive term of office is six years.
- If the chair is absent from a meeting, the members present shall appoint one of their number to chair that meeting.
- The Board may end the appointment of the chair at any time.

4.2 Members

- Members are appointed by the Board in accordance with the ITI committee recruitment process.
- The committee must include at least: one Board member (in addition to the chair); one Corporate member; two Qualified Members — one interpreter and one translator; and one Student or early career member.
- The term of office for committee members is three years. Members may be reappointed for one further term of three years. The maximum consecutive term of office is six years.
- The Board may end the appointment of any committee member at any time.

4.3 Staff support

The Chief Executive is the staff lead for this committee and is responsible for the administrative support described in these terms of reference, including providing guidance on matters of governance and good practice in recruitment. The Marketing Officer supports the committee's work by assisting with calls for expressions of interest. Staff members may attend all meetings and

contribute to discussions but are not voting members of the committee and do not count towards the quorum.

5. Quorum

Committees must operate in accordance with ITI's Articles of Association and Bylaws. The quorum is four members. The quorum must be met for official business to proceed.

Staff members and observers do not count towards the quorum.

6. Meetings

The committee will meet formally at least twice per financial year.

- The staff lead will agree the meeting dates for the financial year with the chair in advance and will issue these dates to all committee members at the start of each financial year.
- The staff lead is responsible for setting up meetings online (via Zoom or equivalent) and sending calendar invitations to all committee members.
- Additional meetings or shorter working discussions may be arranged as required, following the same process.
- All meetings will ordinarily be held online. In-person meetings may be arranged where appropriate and agreed by the chair and staff lead.
- The agenda and any papers for a formal meeting will be circulated to all committee members at least five calendar days before the meeting.

7. Voting

- All committee members have one vote each on matters before the committee.
- Decisions are made by a simple majority of votes cast.
- In the event of a tied vote, the chair has the casting vote.
- In accordance with ITI's Articles of Association and Bylaws, a committee member must not vote on any matter in which they have a conflict of interest. If they are unable to vote for this reason, they will not be counted in the quorum for that item.
- If a quorum is present at a working discussion, valid resolutions may be passed. If a quorum is not present, any resolution reached must be put to a quorum of the committee for approval, which may be done by email.
- A resolution circulated to, and agreed in writing by, all members of the committee shall be as effective as a resolution passed at a duly convened meeting.

8. Conflicts of interest

Committee members must declare any actual or potential conflict of interest before any relevant discussion takes place. A member who has a conflict of interest in relation to a matter must withdraw from the discussion and the vote on that matter.

Given the nature of the committee's work, members must be especially alert to conflicts of interest when considering nominations in which they have a personal or professional connection to a candidate. Conflicts of interest should be declared to the chair in advance of the meeting where possible. The chair is responsible for ensuring that any conflicts declared are recorded in the minutes.

9. Confidentiality

Members of the committee must treat as confidential all matters discussed in meetings or by correspondence, including information about candidates who have expressed interest in roles and the deliberations of the committee. Information must not be shared outside the committee unless the committee or the Board has authorised it.

Members must comply with ITI's privacy policy and all applicable data protection legislation.

10. Minutes and reporting

10.1 Minutes

- The staff lead is responsible for producing a written record of each formal meeting and working discussion.
- Draft minutes will be circulated to all committee members promptly after each meeting and approved either at the next meeting or by email.
- Approved minutes will be retained as a permanent record of the committee's proceedings.

10.2 Board reports

- Ahead of each Board meeting, the chair and staff lead will prepare a brief report summarising the minutes of any committee meetings held since the previous Board meeting, together with any recommendations for the Board's consideration.
- The Chief Executive will inform the committee of any Board decisions that affect its work.

10.3 Annual impact report

The chair, supported by the staff lead, will prepare an annual impact report using the template at Appendix 1. This report must be submitted to the Chief Executive by 20 April each year, covering the financial year ending 30 April.

11. Code of conduct

All committee members are expected to conduct themselves in accordance with ITI's Code of Conduct for Board and Committee Members and the Code of Conduct for Meetings. Copies of both documents are held by the staff lead and are available on request.

12. Review

These terms of reference will be reviewed every two years. The next review is due in May 2029. Amendments to these terms of reference may be made at any time by the Board.

Appendix 1: Annual Impact Report Template

Nominations Committee

To be completed by the committee chair and staff lead and submitted to the Chief Executive by **20 April** each year, covering the financial year 1 May – 30 April.

Section	Guidance / content
Committee name	Nominations Committee
Reporting period	State the financial year covered by this report (1 May – 30 April).
Chair	Name of the current chair.
Staff lead	Chief Executive
Membership	List current committee members, their membership category, and the date their term began.
Meetings held	State the number of formal meetings and working discussions held during the year, with dates.
Board elections	Summarise activity related to Board elections during the year: number of vacancies, number of candidates, outcome.
Committee recruitment	Summarise recruitment activity for committee chairs and members during the year, including which committees recruited and the outcomes.
Recommendations to the Board	Summarise the recommendations made to the Board during the year and note the Board's response to each.
Challenges and risks	Note any significant challenges encountered and how they were addressed, or any risks identified for the Board's attention.
Priorities for the coming year	Set out the committee's planned priorities for the next financial year.
Chair's signature	Signed: _____ Date: _____

Please send the completed report to the Chief Executive by email. The report will be included in the Board papers for the following meeting.