**Terms of Reference for the Nominations Committee**

1.0 **Purpose**

The purpose of the Nominations Committee is to ensure that a formal, robust and transparent process exists for the selection of potential board directors and the appointment of committee chairs.

**2.0 Duties**

2.1 The duties of the Nominations Committee are to:

* review the structure, size and composition (including the skills, knowledge, experience and diversity) of the board and to make recommendations for change as necessary;
* give full consideration to succession planning for board directors taking into account the challenges and opportunities facing the Institute and the skills and expertise needed on the board in the future;
* develop and recommend to the board the selection criteria for assessing potential board member nominees;
* establish and implement a formal process for identifying potential candidates to serve as board members and/or board committee members;
* publicise to IRM members the nominations process, the call for candidates and the results of the nominating process;
* fairly and objectively evaluate candidates against the agreed criteria and make suitable recommendations to the board;
* oversee the process for the appointment of the IRM Chair and Deputy Chair(s);
* recommend the appointment of board directors to chair board sub committees;
* recommend the appointment of board directors to serve on board sub committees;
* ensure that on their election to the board directors receive a letter of appointment setting out what is expected of them in terms of legal requirements, time commitment, committee service and involvement in IRM activities;
* regularly review the procedure for the appointment of new board members to ensure it remains rigorous and transparent;
* establish a formal process for the selection and appointment of the CEO;
* oversee the selection process for the CEO, recommending a shortlist of potential candidates to the board for final selection.

**3.0 Membership**

3.1   Membership of the committee is as follows:

* IRM Board Chair
* Up to four current board directors (one of whom shall act as Chair to the committee),
* the CEO
* One Eligible Member drawn from the IRM membership at large.

3.2   The Eligible Member may not stand for appointment to the board during their period of committee membership or for a further twelve months thereafter.

3.3   Appointments to the committee are made by the board and are for a period of up to two years, which may be extended for a further period of up to two years provided the director still meets the criteria for membership of the committee.

3.4   The Company Secretary acts as secretary to the committee.

**4.0 Quorum**

4.1 The quorum necessary for the transaction of business is three board members.

**5.0 Frequency of meetings**

* 1. The committee will meet at least twice a year and otherwise as required.

**6.0 Notice of meetings**

6.1   Meetings of the committee will be called by the secretary of the committee at the request of the committee Chair.

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

1. **Minutes of meetings**

7.1   The Secretary will minute the proceedings and resolutions of all committee meetings, including the names of those absent and in attendance.

7.2   Draft minutes of committee meetings will be circulated promptly to all members of the committee. Once approved, minutes will be circulated to all members of the board unless it would be inappropriate to do so.

1. **Delegated Authority**

8.1 The Nominations Committee is a sub-committee of the board and has delegated authority to:

* design the process for identifying suitable candidates for board membership;
* publicise that process to IRM members;
* identify suitable candidates for both board and committee appointments;
* interview potential nominees;
* design the process for the selection and appointment of the CEO;
* oversee the recruitment process for the CEO, in accordance with the process agreed by the board.

**9.0 Reporting**

9.1   The Chair of the committee will report to the board on its proceedings after each meeting on all matters within its duties and responsibilities.

9.2   The committee will make whatever recommendations to the board it deems appropriate on any area within its remit where action or improvement is needed.

**10. Other Matters**

10.1 The committee will arrange for periodic reviews of its own performance and, at least annually, review its terms of reference to ensure that it is operating effectively, and recommend to the board any changes it considers necessary.