



NOMINATIONS COMMITTEE

Terms of Reference

Constitution

The Board of Governors has constituted by formal resolution on 21 November 2018 a Committee of the Board of Governors known as the Nominations Committee.

Membership & Attendance

Members of the Nominations Committee shall be appointed by the Board of Governors.

Membership of the Nominations Committee shall include at least three Independent Governors. The Committee shall also strongly encourage the appointment of

- 1 Nominated Governor
- 1 Elected Governor

The Committee shall include such other members as required to responsibly conduct its business. However, the number of Independent Governors on the Committee must always exceed the aggregate of any other members.

The Head of Institution shall attend all meetings of the Committee but shall not be a member.

Only members of the Committee have the right to attend Committee meetings. However, members of staff and/or Principals of CDD member schools may be invited to attend for all or part of any meeting of the Committee from time to time, and to provide such information and reports as the Committee may request in order to comply with its obligations.

Individuals who are not members of the Committee may be asked to leave the room before discussion of any confidential matters or matters where there may be a conflict of interest.

Chair

The Chair will be the Chair of the Board.

Members of the Committee may appoint from the membership of the Committee a deputy chair. The Chair of the Board shall not serve as Chair to the Committee when it is dealing with the matter of succession for the Chair of the Board.

Secretary

The Committee is serviced by the Clerk/Conservatoire Secretary to the Board of the Governors, and s/he shall attend all meetings of the Committee.

Quorum

Any meeting of the Committee will be quorate when at least 3 Governors are present and provided a majority of Governors present are Independent Governors.

Frequency of meetings

The Committee shall meet as required.

Notice of meetings

Meetings of the Committee shall be called by the Secretary at the request of the Chair of the Committee.

Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with the agenda of items to be discussed, 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. Supporting papers shall be sent to Committee members and to other attendees as appropriate, at the same time.

Minutes of meetings

The Secretary shall minute the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance.

Remit

The Committee is authorised by the Board of Governors to investigate any activity within its terms of reference, whilst taking into account the current strategic direction to pursue a solvent winddown of the Conservatoire higher education registration, charity and company.

Duties

Subject to any general or specific direction that may be given from time to time by the Board, the Nominations Committee is charged by the Board to:

1. Regularly review the structure, size and composition (including the skills, knowledge, experience and diversity) of the Board and make recommendations to the Board regarding any changes;
2. Give full consideration to succession planning for Independent Governors and the Conservatoire's senior leadership team in the course of its work, taking into account the challenges and opportunities facing the Conservatoire, and the skills and expertise needed on the Board in future;
3. Keep under review the leadership needs of the Conservatoire, both executive and non-executive, with a view to ensuring the continued ability of the Conservatoire to meet its obligations under the Higher Education Research Act 2017;
4. Keep up to date and fully informed about strategic issues and regulatory changes affecting the Conservatoire and the higher education sector;
5. Be responsible for identifying and nominating for the approval of the Board, candidates to fill Independent Governor vacancies as and when they arise;

6. Evaluate the balance of skills, knowledge, experience and diversity on the Board and, considering this evaluation, prepare a description of the role and capabilities required for a particular appointment. In identifying suitable candidates, the Committee shall:
 - Use open advertising or the services of external advisors to facilitate the search;
 - Consider candidates from a wide and diverse range of backgrounds;
 - Consider candidates on merit and against objective criteria and with due regard for the benefits of diversity on the board;
7. Prepare a job specification for the role of the Chair of the Board of Governors, including the time commitment expected. Disclosure of the other significant commitments of a prospective Chair of the Board should be made as part of the Committee's recommendation of any new Chair of the Board. Any changes to the commitments of the Chair of the Board should be reported as they arise;
8. Require, prior to the appointment or confirmation of any Governor, the disclosure of any other business interests that may result in a conflict of interest, and to ensure that each Governor's declaration of interests is kept up to date;
9. Ensure that on appointment to the Board all Governors receive a formal letter of appointment setting out clearly what is expected of them in terms of time commitment, committee service and involvement outside of Board meetings;
10. Review the results of the Board effectiveness review process and take any appropriate action to remedy any issues arising;
11. Review annually the attendance of individual members of the Board at meetings and other events, and assess whether individual Board members are devoting sufficient time to the fulfillment of their duties; and
12. Work and liaise as necessary with all other Board committees.

The Committee shall also make recommendations to the Board concerning:

13. Succession plans for the executive and non-executives of the Conservatoire, and particularly for the key roles of Chair and Head of Institution;
14. Suitable candidates for the role of Senior Independent Governor;
15. Membership of the Audit Committee and Remuneration Committee, and any other Board committees as appropriate, in consultation with the Chair of those committees;
16. The reappointment of any Independent Governor at the conclusion of his/her specified term of office, having given due regard to his/her performance and ability to continue to contribute to the Board in the light of knowledge, skills and experience required;
17. The retirement of any Governor by rotation provisions in the Conservatoire's Articles of Association;
18. The suspension or termination of service of the Head of Institution or any member of the Conservatoire's senior leadership team as an employee of the Conservatoire, subject to the provisions of the law and their service contract; and
19. The appointment of a Head of Institution or any member of the Conservatoire's senior leadership team.

Reporting Procedures

The Chair of the Committee will report to the Board in writing on the Committee's proceedings after each meeting on all matters within its duties and responsibilities. Written reports will be circulated to all members of the Board of Governors.

The Committee shall make whatever recommendations to the Board it deems appropriate on any matter within its remit where action or improvement is needed.

The Committee shall also produce a report on its activities to be included in the Conservatoire's annual report. Such report shall include details of 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 Conservatoire or any of its Governors or Members. The report should also include a statement of the Board's policy on diversity, any measurable objectives that it has set for implementing the policy, and progress on achieving the objectives.

Other Matters

The Committee shall:

1. Have access to sufficient resources in order to carry out its duties, including access to the Company Secretary and Clerk for assistance as required;
2. Be provided with appropriate and timely training, both in the form of an induction programme for new members and on an ongoing basis for all members;
3. Give due consideration to laws and regulations, the provisions of the Higher Education Code of Governance (CUC; 2020) and any other applicable rules, as appropriate;
4. Arrange for periodic reviews of its own performance and, at least annually, review its constitution and terms of reference to ensure it is operating at maximum effectiveness; and
5. Recommend to the Board for approval any changes to the Committee's remit or membership it considers necessary to improve or enhance its effectiveness.

Authority

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

*Adapted from the ICSA model terms of reference for nominations committees
Approved: December 2021*