



Terms of Reference for the Nominations Committee

1. Purpose

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

2. 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 members 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 Chairman and Deputy Chairmen;
- recommend the appointment of Board members to chair Board sub committees;
- recommend the appointment of Board members to serve on Board sub committees;
- make suitable recommendations to the Board on the award of Honorary Membership and Honorary Fellowship;
- ensure that on their election to the Board directors receive a letter of appointment setting out what is expected of them in terms of 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 Chief Executive;
- oversee the selection process for the Chief Executive recommending a shortlist of potential candidates to the Board for final selection.

3. Membership

- 3.1 Membership of the committee shall be as follows:

IRM Chairman
Up to 4 current Board members (one of whom shall act as chairman to the committee)
The Chief Executive
1 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 12 months thereafter.

3.3 Appointments to the committee shall be made by the Board and shall be for a period of up to two years, which may be extended for further periods of up to two years provided the member still meets the criteria for membership of the committee.

3.4 The Company Secretary shall act as secretary to the committee.

4. Quorum

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

5. Frequency of meetings

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

6. Notice of meetings

6.1 Meetings of the committee shall be called by the secretary of the committee at the request of the committee chairman.

6.2 Unless otherwise agreed, notice of each meeting confirming venue, time and date, together with an agenda of items to be discussed shall be forwarded to each member of the committee and to any other person required to attend no later than 5 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.

7. Minutes of meetings

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

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

8. Delegated Authority

8.1 The Nominations Committee is a sub-committee of the Board and shall have 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;
- identify suitable individuals to be recommended for the award of Honorary Membership or Honorary Fellowship;
- design the process for the selection and appointment of the Chief Executive;
- oversee the recruitment process for the Chief Executive, in accordance with the process agreed by the Board.

9. Reporting

- 9.1 The chairman of the committee shall report to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.
- 9.2 The committee shall 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 shall 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.