
Terms of Reference: Board Nominations Committee (BNC)

Date of Approval:	October 2012
Last Reviewed:	March 2017
Date for Review:	March 2018
Version Number:	V3.0
Chair:	Chair of the Board
Secretary:	Executive Assistant

Context

The Nominations Committee is responsible to the Board, as one of its sub-committees, for reviewing the composition of the Board and recommending the appointment of members via the University College of Osteopathy's (UCO's) Annual General Meeting or through co-option.

Terms of reference

The committee should:

- 1) Identify potential vacancies, including resignations and information about the intentions of Directors due to stand down.
- 2) Be responsible for identifying and nominating for the approval of the board, candidates to fill board vacancies as and when they arise.
- 3) Before making an appointment, evaluate the balance of skills, knowledge and experience on the board and, in the light of this evaluation, prepare a description of the role and capabilities required for a particular appointment.
- 4) Use best practice in meeting with equal opportunities to consider candidates from a wide range of backgrounds and look beyond the 'usual suspects'.
- 5) Give full consideration to succession planning in the course of its work, taking into account the challenges and opportunities facing the School and the skills and expertise therefore needed on the Board in the future.
- 6) Regularly review the structure, size and composition (including the skills, knowledge and experience) of the board and make recommendations to the board with regard to any changes.
- 7) Make a statement in the annual report about its activities; the process used for appointments and explain if external advice or open advertising has not been used; the membership of the committee, number of committee meetings and attendance over the course of the year.
- 8) Ensure that on appointment to the board, non-executive directors receive a formal letter of appointment setting out clearly what is expected of them in terms of time commitment, committee service and involvement outside board meetings.

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- 9) Ensure that the appointment process to the board of non-executive directors is compliant with the Bribery Act 2010.
- 10) Ensure that potential non-executive directors are aware of their responsibility to the charity under the terms of the Bribery Act 2010.

The committee should make recommendations to the Board:

- 11) Regarding plans for succession for directors.
- 12) Regarding the re-appointment of any director at the conclusion of their specified term of office.
- 13) Concerning the re-election by shareholders of any director under the retirement by rotation provisions in the Articles of Association.
- 14) Concerning any matters relating to the continuation in office of any director at any time.
- 15) Concerning the appointment of any director.

Frequency of meetings

There is one meeting each year typically in March, in order to agree the appointment requirements.

Interviews take place during April/ May in order that new Directors may be nominated to the AGM at the end of June/ beginning of July each year. Further meetings may be arranged as required.

Composition and Conditions of Membership

- Chair of the Board (ex officio)
- Board member (independent)
- Board member (independent)
- Board member (osteopathic)
- HR Manager

Members are invited to the Nominations Committee and agreed by the Board when vacancies arise.

Board members serve for no more than their term of Directorship.

Quorum:

The Nominations Committee is quorate with at least three members, to include the Chair and the osteopathic member.

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Reporting and Subcommittees:Reports to:

The Board of Directors through recommendations for appointment annually and other reports as appropriate.

Receives reports from:

The Committee does not receive any direct reports from other UCO committees.

Amendment Record

Date of Amendment	Type & Summary of Amendment	Amendment Approved By
Feb 2014	Administrative - Removal of personal names of Chair & Secretaries to reflect role titles only.	PRAG Chair
Mar 2017	Administrative – To update staff role titles.	PRAG Chair
Aug 2017	Administrative - Amendments to update institution name change from British School of Osteopathy to University College of Osteopathy.	PRAG Chair