

Terms of Reference for the Governing Body Nominations Committee

The Governing Body has established a Governing Body Nominations Committee as a Committee of the Governing Body in accordance with the procedures approved by the Governing Body for the recruitment and selection of Governing Body Members and to recommend to the Governing Body the names of Appointees.

The Governing Body Nominations Committee has been established as a Standing Committee in March 2023 and the Terms of Reference were established in accordance with the appropriate requirements at that time and have been amended from time to time to meet the governance needs of the Institute. The Governing Body Nominations Committee members were appointed on 8 March 2023 as set out below.

These Terms of Reference have been approved by the Governing Body on 8 March 2023.

1. Membership

- The members of the Governing Body Nominations Committee are:
 - Five non-executive¹ members of the Governing Body:
 1. Chairperson
 2. Governing Body Member 1
 3. Governing Body Member 2
 4. Governing Body Member 3
 5. Governing Body Member 4
- The Governing Body Nominations Committee will have the appropriate gender balance;
- The Governing Body Nominations Committee will be provided with a secretariat function by the Secretary to the Governing Body, the Secretary/Financial Controller of the Institute: Bernard Mullarkey.

Members of the Governing Body Nominations Committee are required to declare any conflicts of interest that may arise at a meeting of the Committee. As they arise, conflicts of interest will be recorded in the minutes of the meeting and the member concerned will not attend that portion of the meeting. The Secretary to the Committee will ensure that documents are not issued to any member of the Committee where a conflict of interest would arise.

2. Meetings

- The Governing Body Nominations Committee will meet, as required, during any period of a recruitment process at the completion of the term of office of the Governing Body, a scheduled of such meetings will be planned during this period.

¹ Non-Executive Members are members who have no connection with the Institute other than as a Governing Body Member and thus staff members, students and sabbatical members of the IADT Student Union are not eligible to be members of the Governing Body Nominations Committee.

- The Governing Body Nominations Committee will meet annually during periods not requiring the recruitment of Governing Body Members, to review the terms of reference and to plan for any future requirements.
- The Chairperson of the Governing Body Nominations Committee may convene additional meetings, as they deem necessary or at the request of the Secretary.
- A minimum of 50% of the members of the Governing Body Nominations Committee will be present for the meeting to be deemed quorate.

3. Attendance at Committee Meetings

- Meetings may be held in person or using an appropriate electronic format.
- The Secretary/Financial Controller will normally be in attendance for all meetings and agenda items.
- The Governing Body Nominations Committee may engage appropriate professional expertise in the search and selection process of potential Governing Body Nominees and such professionals may be invited to attend for all or elements of Committee meetings.
- The Governing Body Nominations Committee may request any other officials of the Institute to attend for a specific agenda item to assist it with its discussions on any particular matter.
- The Governing Body Nominations Committee may ask any or all of those who normally attend but who are not members to withdraw to facilitate open and frank discussion of particular matters.

4. Reporting

- The Governing Body Nominations Committee will formally report in writing to the Governing Body with an agreed recommendation in respect of nominees for appointment.
- The Governing Body Nominations Committee will provide the Governing Body with either Annual Report of its activities including a review of its Terms of Reference and an assessment of its effectiveness.

5. Responsibilities

- 5.1** The Governing Body Nominations Committee will initiate the process required to select and recruit Governing Body Members on the notification of a Member's resignation or retirement.
- 5.2** The Governing Body Nominations Committee will initiate the process required to select and recruit Governing Body in advance of the completion of the Term of Office of the Governing Body.
- 5.3** The Governing Body Nominations Committee will nominate potential Governing Body Members to the Governing Body for approval and appointment.
- 5.4** The Governing Body Nominations Committee will:
- Develop appropriate recruitment and campaign literature and collateral;
 - Advertise for applications and expressions of interest from interested individuals;
 - Receive applications and/or expressions of interest;

- Review applications and expressions of interest, interview applicants, where appropriate;
- Nominate Members to the Governing Body.

5.5 The Governing Body Nominations Committee will review the IADT Skills, Experience and Competency Framework on a periodic basis.

5.6 The Governing Body Nominations Committee will in making nominations to the Governing Body, select the nominees to ensure as far as practicable a balance of expertise across all Governing Body Members.

5.7 The Governing Body Nominations Committee will, in making nominations to the Governing Body, ensure that a gender balance as required by the Act is achieved in making nominations to the Governing Body.

5.8 The Governing Body Nominations Committee will assist and advise the Governing Body on developments in respect of the legislation and the requirement for any review of the IADT Procedures.

6. Rights

The Governing Body Nominations Committee may:

- Procure specialist ad-hoc advice at the reasonable expense of the Institute, subject to budgets agreed by the Governing Body;
- Procure training on matters related to the Committee as appropriate;
- Co-opt additional members to provide specialist skills, knowledge and experience to the Committee, subject to the requirement that all Committee Members are appointed by the Governing Body.

7. Reviews

The Governing Body Nominations Committee should annually review its own effectiveness and report the results of that review to the Governing Body.

These Terms of Reference will be reviewed annually by the Governing Body Nominations Committee, and any recommended changes will be brought to the Governing Body for Approval.

8. Information Requirements

For each meeting, the Governing Body Nominations Committee will be provided with all documents prepared for review.