

Nominations Committee - Terms of Reference

Status of document:	Approved
Version:	V2
Date of approval:	11 December 2024
Effective from:	11 December 2024
Owner:	Council
Author:	Head of Governance
Planned next review date:	December 2027

1. Purpose

- 1.1 Council has established a Nominations Committee under delegated powers from Council, with the remit set out below:
- a. To ensure that all member appointments and reappointments are conducted in a manner that is consistent with the guidance issued by the Professional Standards Authority(PSA) and GOC values;
 - b. To approve all member¹ appointment, review and reappointment processes;
 - c. To approve plans for Council member appointments;
 - d. To approve plans for committee member appointments;
 - e. To approve plans for member development (including induction and training);
 - f. To approve the re-appointment of members (excluding Council members) in line with the Council and committee re-appointment process;
 - g. To approve member (excluding Council members) extensions and emergency appointments; and
 - h. To approve matters relating to the continuation in office of any member (excluding Council members) including the retraction of resignation, disqualification, suspension and removal from office;
 - i. To advise Council regarding:
 - The role profile and competences required of Council members, following an evaluation of vacancy requirements;
 - The re-appointment of Council members (in line with the Council and committee appointment process);
 - The role description for the Senior Council Member;
 - Council member extensions and emergency appointments;
 - Matters relating to the continuation in office of any Council member including the disqualification, suspension and removal from office of the Chair and Council members;
 - j. To approve a statement in the annual report about its membership, role and remit for the preceding year;
 - k. To approve the annual process for Council evaluation;

¹ A member is an associate of the GOC who is appointed as a member of a committee or Council.

- I. To ensure that all policies and work within the Committee's remit take account of and promote the GOC values and commitment to equality, diversity, and inclusion.
- 1.2 The Committee will approve the membership of Appointment Panels and delegate authority to carry out appointment campaigns (in line with the Member Appointment Process). It will be for the Appointment Panel to make recommendations to the Privy Council in relation to Council appointments, and to make appointments in relation to all other member vacancies.

2. Membership, Chair, Secretary and Quorum

- 2.1 The Committee will have at least four members, including one independent member. The membership will include at least one lay Council member and one registrant Council member. The quorum necessary for the transaction of business will be two members. In the instance of a tied vote, the Chair will have the casting vote.
- 2.2 The Chair will be appointed by Council for up to four years, extendable by one further reappointment for up to four years. Council members will be appointed by the Council, in consultation with the Committee Chair. The maximum term for any appointment to the Committee will be eight years. A Chair may be elected by the members of the committee in advance of the meeting in the event the Chair has given their apologies.
- 2.4 Members must excuse themselves from any part of any meeting considering their own appointment, reappointment or plans for the appointment of a successor.
- 2.5 The Chair of Council, the Chief Executive and members of the Senior Management Team (SMT) may attend and speak at meetings of the Committee. Others may be called upon to attend and speak at the invitation of the Chair.

3. Frequency and Notice of Meetings

- 3.1 Meetings will be held electronically (online via MS Teams or similar) unless otherwise notified. A notice of the meeting confirming the venue, time and date will be issued to all Committee members and participants electronically. This will be accompanied by the agenda and supporting papers. This will be issued no later than five working days before the date of the meeting, unless otherwise agreed by the Chair of the Committee.
- 3.2 Meetings of the Committee shall be called by the secretary of the Committee, who is normally a member of the Governance team, according to the annual calendar. Additional meetings can be organised at the request of the Committee Chair, Chair of Council, Chief Executive and Registrar or Director of Corporate Services. For a meeting to proceed, the secretary of the Committee must be present. If it is necessary for the secretary of the Committee to leave the meeting due to confidential matters, the Chief Executive and Registrar or their nominated representative will act as secretary of the Committee.

4. Minutes of Meetings

- 4.1 A member of the Governance team will minute the discussion, decisions and actions of all meetings of the Committee, including recording the names of those in attendance.
- 4.2 Draft minutes of Committee meetings will be circulated to all members of the Committee once they have been agreed to by the Committee Chair. Draft minutes will be considered and approved by the Committee at its next meeting. In the event of a dispute, the Chair will have a casting vote.
- 4.3 The draft minutes of the Committee will be referred to the next Strictly Confidential Council meeting. The Chair may choose to submit a report from the Committee highlighting any issues for Council's discussion or consideration.

5. Accountability & Reporting Responsibilities

- 5.1 The Committee is accountable to Council.
- 5.2 The Committee will review its effectiveness, including how it is performing against its terms of reference, on an annual basis and provide an annual report to Council to be considered at a public meeting.
- 5.3 The Committee will review its terms of reference every three years and recommend any changes it considers necessary to Council for approval.

6. Authority

- 6.1 The Committee is authorised by Council to seek such information as it may reasonably require from any employee or member of Council to fulfil its remit. Individual members of the Committee can request information via the Chair of the Committee and the Chair of Council. Such requests must outline the purpose for which the information is requested, and any information made available will be circulated to the Committee as a whole. The Chief Executive and Registrar, with the agreement of the Chair of Council, can refuse an information request where it is reasonably believed that disclosure is not in the interests of the GOC, its regulatory purpose or the pursuit of its charitable objectives.