# GOVERNANCE AND NOMINATIONS committee

TERMS OF REFERENCE

September 2023

The governance and nominations committee is a sub committee of the board of trustees of NCVO.

A committee responsible for nominations is required under section 15 of NCVO’s articles of association to ensure:

* open and democratic elections of the president, chair, treasurer, the elected trustees and any elected members of the members’ assembly
* a balance of skills and competencies on the board and committees and the development of such skills and competencies
* adequate succession planning and board development.

These terms of reference are subject to the approval of the board and will be reviewed by the committee once a year and by the board every three years.

## Responsibilities

* Ensure open and democratic elections of the president, chair, treasurer and elected trustees.
* Consider the skills and competencies required on the board and recommend from nominees put forward to them candidates for the posts of chair, treasurer and elected trustees, including interviewing interested parties.
* In considering candidates, the committee shall have regard for the diversity of the board and committees to ensure this is reflective of wider society.
* Advise and make recommendations to the board concerning the appointment of appointed trustees and members of committees, including interviewing interested parties.
* Consider and make recommendations to the board concerning succession planning and board development and evaluation, including trustee appraisals.
* Oversight of the trustee induction process to ensure in line with best practice.
* Chief executive recruitment and performance appraisal.
* Political activity policy (endorses and recommends to the board).
* Making recommendations to the board about any decisions about political activity undertaken by trustees.

## Membership

The committee is made up of:

* the vice chair of the board who will act as chair of the committee
* chair
* four independent committee members.

The committee requires four people to be quorate of whom two people must be independent members.

All members of the committee are appointed by the board following recommendations from the committee.

## Term

Trustee membership shall finish in line with their term on the board or before if the board elects to change the members of the committee.

Independent members are appointed for terms of up to three years by the board and can be reappointed once.

## Attendance

Committee meetings shall also be attended by the chief executive, the chief operating officer (as company secretary) and the senior governance and planning officer.

The chair can also co-opt active observers for a set period of time following a discussion with the committee which identifies the skills required from the additional attendee.

The committee may have in camera sessions without any members of staff as required.

## Meetings

The committee is likely to meet four times a year unless the committee decides differently.

The committee will keep minutes of each business meeting including the names of members present at a meeting and all resolutions and proceedings of the committee.

The minutes of meeting will be circulated to the board.

The committee will decide on the appropriate format (virtual or face to face) for meetings though generally a hybrid option will always be available.