

## Terms of Reference

### NOMINATIONS COMMITTEE (NomCom)

#### Committee Name

The committee shall be named the "Nominations Committee" and abbreviated to "NomCom."

#### Type

NomCom shall be a Standing Committee by authority of the Board of Trustees under the provisions of RPS By Law 21.

#### Purpose

The purpose of NomCom is to facilitate a robust and transparent process of nomination, recommendation and election (or appointment) of suitably qualified and experienced individuals to serve as Officers (President, Honorary Treasurer) or as Elected (or Appointed) Trustees.

NomCom shall provide expertise, advice and recommendations to the Board of Trustees on the following matters as prescribed under By Law 21.2:

- (1) to evaluate the balance of skills, experience, independence, knowledge and diversity of the Board of Trustees and prepare a description of the role and capabilities required when calling for nominations;
- (2) to determine whether a nominee is eligible for election or appointment as a Trustee or a member of the Members' Committee, and to determine their suitability for a given position based upon their experience, skills and other relevant attributes;
- (3) to oversee an open panel of Members who have expressed an interest in serving as Trustees;
- (4) to make recommendations for the creation of, and appointment to, any ambassadorial roles which may help to promote the activities and Objects of the Society; and
- (5) to oversee the disciplinary process according to By-Law 8 and to determine and make recommendations to the Board of Trustees in respect of disciplinary matters.

Additionally, NomCom shall provide expertise, advice and recommendations to the Board of Trustees on the following matters under provision enabled by By Law 21.2:

- (6) to validate the eligibility of all candidates for Officer or Trustee positions including but not necessarily limited to membership status, disqualification to act as a director (Trustee) and general 'good standing' (in a narrow sense) of the candidate.

[other purposes, if any, to be agreed with Trustees]

### **Scope**

NomCom shall undertake only those “Purposes” stated above unless further purposes are otherwise instructed, from time to time, in writing, by the Board of Trustees and only then for such time as may be prescribed by the Board of Trustees for those further purposes in that written instruction.

### **Authority**

NomCom shall have authority, during an Officer and/or Trustee election cycle, to recommend candidates to the membership for the purpose of identifying those candidates (or a single candidate) who, in the opinion of NomCom, possess the requisite skills, experience, independence, knowledge and diversity necessary to provide appropriate governance to the RPS. The purpose of a recommendation by NomCom under this authority is solely to indicate to the membership those candidates who are considered to meet the relevant eligibility or suitability criteria. NomCom is not obliged to recommend any candidate or candidates.

As a courtesy, NomCom will advise the current Board of Trustees of its recommendations prior to such recommendations being communicated to the membership. However, in order to maintain the independence and trust of NomCom, the Board of Trustees cannot influence, block, alter, withhold or otherwise amend any NomCom recommendation of a candidate.

### **Membership**

The members of NomCom shall be appointed by the Board of Trustees and shall serve for a three year period. Membership of NomCom shall be as prescribed under By Law 21.1 and shall comprise four individuals:

- (1) three persons appointed by the Board of Trustees, one of whom shall act as Chair (if the members of NomCom cannot decide which of their number shall serve as Chair, it shall be decided by the Board of Trustees following the procedure described in “RPS Regulations for the Appointment of Committee Chairs”);
- (2) one person appointed by the Members’ Committee, ratified by the Board of Trustees;

The above four members of NomCom shall be the formal members of NomCom each with a single vote. In the event of a hung vote, the Chair shall have the casting vote.

- (3) In addition to the above, any other person with specialist skills, qualification or experience, may be invited to attend at the invitation of and entirely at the discretion of NomCom but shall not have a vote.

Members of NomCom shall serve for a period of three years. Upon completion of a three year period of service, any member of NomCom may be re-appointed to serve for a further period of three years. There is no maximum number of three year periods that a member may serve.

### **Meeting arrangements**

NomCom shall meet as appropriate and communicate by whatever mechanism is agreed by the members of NomCom such that it may effectively and efficiently execute its function and duties. Notice of meeting shall be a minimum of 14 days with such Notice to be communicated to all members of the Committee.

The proceedings of all meetings shall be minuted using conventional committee procedure. The approved minutes of meetings shall be deposited with the Chief Executive Officer for filing.

In any event, NomCom shall meet at least twice each calendar year to receive a review of Board of Trustees performance from the Chair of Trustees, to receive updates on any due or anticipated election cycles, and to consider any proposed revision, amendment or other alteration to these Terms of Reference (see also "Review" below).

### **Quorum**

The quorum shall be any three members of the Committee or half of the members of the Committee (rounded up to a whole number), whichever is the greater.

### **Reporting**

NomCom shall provide a copy of Minutes of all meetings to the Board of Trustees via the Chair of Trustees or, if the Chair of Trustees has a conflict of interest, then via the Deputy Chair of Trustees. In the event that both the Chair and Deputy Chair of Trustees having conflict of interest, then via the Chief Executive. All Minutes and Reports (see under Deliverables, below) to be formally lodged with the records of Board of Trustee meetings.

### **Resources and budget**

All NomCom members and advisers are volunteers and no fees shall be paid in any circumstance. NomCom shall conduct its business via online video conferencing. In the event that the members of NomCom decide that a face-to-face meeting would be beneficial, then normal RPS expense approval and reimbursement procedures will apply.

### **Deliverables**

NomCom shall deliver to the Chair of Trustees, by such date as determined by the Board of Trustees, a report detailing the assessment of each candidate for Office or Trustee in an election cycle; clearly identify those candidates that NomCom is recommending to the electorate; and provide brief justification of those recommendations. The Chair of Trustees shall present this report to the next scheduled Board of Trustees meeting or, if the election timetable so dictates, to a convened Special Meeting of the Board of Trustees.

NomCom shall deliver to the Chair of Trustees, as soon as practically possible, a report on any matter that has been considered by NomCom detailing any opinion or recommendations that NomCom feels should be presented to the Board of Trustees or is requested by the Board of Trustees.

**Review**

These Terms of Reference may be revised, amended or otherwise altered by the Board of Trustees. Any revision, amendment or alteration shall be notified in writing to the Chair of NomCom, or in absence of the Chair to another formal member of NomCom, at least 28 days prior to the date upon which such revision, amendment or other alteration shall take effect.

Upon periodic review of these Terms of Reference, NomCom may petition the Board of Trustees, in writing to the Chair of Trustees, for a revision, amendment or other alteration to these Terms of Reference. The Board of Trustees shall be obliged to consider such petition as soon as practicable but, in any event, not more than 56 days from receipt of such petition by the Chair of Trustees.

After consideration of the petition, the Chair of Trustees shall notify NomCom of the decision and confirm the detail of any revision, amendment or other alteration to these Terms of Reference.

**Governing Authority**

In the event of any error, omission or ambiguity in these Terms of Reference, or in the event of any dispute over the interpretation of these Terms of Reference, the Board of Trustees shall have full and final authority.

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