

Nominations Committee Terms of Reference

Constitution

The Board of Trustees of Cats Protection (“the Board”) has established the Nominations Committee (“the Committee”) under the Memorandum and Articles of Association of Cats Protection Trustee Limited (“CPTL”) and the Committee has the following terms of reference:

1. Purpose of the Committee

The purpose of the Committee is to assist the Board in fulfilling its obligations in respect of succession planning and selecting candidates for the Board and for Connect.

2. Reserved matters and Delegations

2.1. The following matters are reserved to the Board in accordance with the Articles of Association of CPTL:

- 2.1.1. Performance management of the Board, individual Trustees and the Chair and Deputy Chair of the Board;
- 2.1.2. Decisions on the appointment of new Trustees and on the re – appointment of existing Trustees;
- 2.1.3. Decisions on the appointment of the Chair of the Committee and members of the Committee - the Board shall ensure transparency of process and assessment against the Nominations Committee Attributes Matrix;
- 2.1.4. Approval of any amendments to these terms of reference.

The Board

2.2. The following matters are delegated to the Committee in relation to appointments and reappointments to the Board:

- 2.2.1. Oversight of succession planning;
- 2.2.2. Oversight of the process of raising awareness of vacancies arising on the Board, shortlisting and interviewing suitable candidates;
- 2.2.3. Oversight of the Board Attributes Matrix and assessment of current Trustees against the Board Attributes Matrix;
- 2.2.4. Assessment of potential Trustees against the Board Attributes Matrix and recommendations to the Board for up to three candidates for appointment for any one vacancy arising on the Board;
- 2.2.5. Advice to the Board on the attributes of current Trustees eligible for reappointment to the Board in relation to the Board Attributes Matrix in order to inform the Board’s decision on reappointment.

Connect

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2.3. The following matters are delegated to the Committee In relation to appointment to Connect, the Board delegates the following authority to the Committee:

- 2.3.1. Oversight of succession planning;
- 2.3.2. Oversight of the process of raising awareness of vacancies arising on Connect, shortlisting and interviewing suitable candidates;
- 2.3.3. Oversight of the Connect Attributes Matrix and the assessment of current members of Connect against it. When appropriate, the Committee shall recommend to the Board termination of membership of Connect. Termination shall be based on either attributes against the Connect Attributes Matrix or other factors set out in the regulations of Connect made by the Board from time to time - the Connect Attributes Matrix shall cover generic competencies, attributes, role, geography and demography (although members of Connect will not be selected by strict quota);
- 2.3.4. Assessment of potential Connect members against the Connect Attributes Matrix, making recommendations to the Board and putting forward selected candidates to the Board for appointment;
- 2.3.5. Advising the Board on the attributes of current members of Connect eligible for reappointment and making recommendations to the Board on reappointment.

3. Membership

3.1. Appointment and Terms of Office

- 3.1.1. The Board shall appoint members of the Committee for a term of three (3) years.
- 3.1.2. At its discretion, the Board may appoint members of the Committee to serve for a second term of up to three (3) years.
- 3.1.3. Members of the Committee who put themselves forward for consideration by the Committee to fill any vacancies arising on the Board must stand down as members of the Committee for the duration of the process of consideration, recommendation and appointment of Trustees to fill the vacancies in question. If members of the Committee are unsuccessful in their applications to fill vacancies arising on the Board the Chair of the Committee may, at his or discretion, discuss any potential conflicts of interests or loyalties with disappointed candidates and otherwise manage any potential conflicts of interests or loyalties.

3.2. Termination

- 3.2.1. Membership of the Committee shall cease if:
- 3.2.2. A member absents himself or herself from two or more consecutive meetings of the Committee without prior notice and the permission of the Board and the Board resolves to remove the member from membership of the Committee.

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- 3.2.3. In the opinion of the Board, a member of the Committee has behaved in such a way as to bring Cats Protection into disrepute and the Board resolves to remove the member from membership of the Committee.
- 3.2.4. Any member so removed shall have the right to make written representations to the Board before the Board makes a final decision.
- 3.2.5. The Board shall be able to terminate membership of the Committee for good and sufficient cause on the advice of the Chairman of the Committee and can terminate membership of the Committee based on performance.
- 3.2.6. If a Trustee ceases to be a member of the Board of Trustees during or at the end of his or her term of office as a member of the Committee then membership of the Committee ceases automatically.

4. Composition

- 4.1. The Committee will consist of: three (3) Trustees, (one will act as Chair of the Committee); up to two (2) members selected from Connect in accordance with regulations made by the Board from time to time; and, an independent external governance expert.
- 4.2. Employees of Cats Protection cannot be members of the Committee.

5. Chair

- 5.1. The Chair of the Committee shall be a Trustee appointed by the Board for a term of up to three (3) years or, if sooner, to the end of his or her term of appointment as a Trustee.
- 5.2. At its discretion, the Board may appoint the Chair to serve for a second term of up to three (3) years.
- 5.3. If the Chair fails to arrive within 15 minutes of the commencement of a meeting of the Committee then any other Trustees present shall chair the Meeting and, if no other Trustees are present, the meeting shall be postponed unless otherwise agreed in advance of the meeting by the Chair of the Committee.

6. Secretary

The Chief Executive will ensure that an appropriate member of staff will act as secretary to the Committee.

7. Meetings

- 7.1 The Committee shall meet at least twice a year.
- 7.2 The Secretary of the Committee shall give at least seven (7) days' notice of Committee meetings unless decided otherwise by the Committee.

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- 7.3 The Secretary shall give notice of meetings to each member of the Committee and to any person who is either required or invited to attend the meeting. The Notice will contain details of the venue, time and date of the meeting and details of the agenda items.
- 7.4 Three (3) members of the Committee including at least two (2) Trustees shall constitute a quorum to transact business at meetings of the Committee.
- 7.5 At the beginning of each meeting, members of the Committee shall declare any conflicts of interest or potential conflicts of interest. The Committee shall consider, discuss and minute any conflicts of interest.
- 7.6 A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee. Those Trustees present may refer any Committee decisions they see fit to the full Board for further consideration.
- 7.7 The Chief Executive, the Director of Legal Services, the Director of People and Engagement shall attend Committee meetings as and when appropriate.
- 7.8 The Secretary shall minute Committee Meetings. The minutes will record the names of all those in attendance at the meeting and any apologies received. The Secretary shall circulate the minutes promptly to: members of the Committee; those in attendance; and, the Board.

8. Duties

The Committee shall:

- 8.1 Regularly review the structure, size and composition (including the skills, knowledge experience and diversity) of the Board and Connect and make recommendations to the Board with regard to any changes;
- 8.2 Consider succession planning for the Board and members of Connect taking into account the challenges and opportunities facing the Charity and the skills and expertise needed on the Board and Connect in the future;
- 8.3 Be informed about strategic issues and external factors affecting the Charity;
- 8.4 Be responsible for identifying and nominating for approval of the Board, candidates to fill vacancies on the Board and Connect as and when they arise;
- 8.5 Evaluate the balance of skills, knowledge, experience and diversity on the Board and Connect before the Board makes any appointment, and, in the light of this evaluation, prepare a description of the role and capabilities required for any particular appointment.
- 8.6 Maintain confidentiality in respect of matters discussed at meetings of the Committee; minutes of meetings of the Committee will be shared with the Board and matters discussed at meetings will be shared with the Board as part of the process of reporting to the Board.

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8.7 In identifying suitable candidates the Committee shall:

- 8.7.1 Advertise, through either open advertising or the use of the services of external advisers, for candidates from within the membership of the Charity and from the wider public;
- 8.7.2 Consider candidates from a wide range of backgrounds;
- 8.7.3 Consider candidates on merit and against objective criteria and with due regard for the benefits of diversity on the Board and Connect, taking care that appointees have enough time available to devote to the position;
- 8.7.4 Prior to the appointment of a Trustee, the proposed appointee should be required to disclose any business interests that may result in a conflict of interests and be required to report any future business interests that could result in a conflict of interests;
- 8.7.5 Ensure that, on appointment to the Board or Connect, new Trustees and new members of Connect receive a formal letter of appointment setting out clearly what is expected of them in terms of time commitment, committee service and involvement outside of Board or Connect meetings;
- 8.7.6 Review the results of any Board evaluation process that relate to the composition of the Board.

9. Reporting to the Board of Trustees

- 9.1. The Chairman shall report to the Board on the Committees' proceedings after each meeting on all matters within its duties and responsibilities.
- 9.2. The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit in areas where action or improvement is necessary.
- 9.3. The Committee is authorised to:
 - 9.3.1 Seek and obtain such information as it requires in order to fulfil its role and duties from anyone within Cats Protection;
 - 9.3.2 Obtain any external professional advice required in order to fulfil its role and duties.

Version	Comments	Date
1.	Approved Trustees meeting	07.08. 2020
2.	Email Trustee amends	19/20.11.2020
3.	Minor amends (DS)	04.01.2021