

## **Nomination Committee Terms of Reference**

### **Purpose and role**

1. The Nominations Committee is established to advise the Board on fair, inclusive and transparent approaches to recruitment to the Board and senior executive roles and to oversee on behalf of the Board some aspects of the recruitment process. Specifically, the Committee will:
  - a) advise the Board on succession planning, including the range of experience on both the Board and the Senior Management Team (SMT);
  - b) ensure inclusivity and equality in the BSB's approach to filling senior appointments;
  - c) oversee, where relevant, the appointment of recruitment agencies in support of Board and SMT appointments;
  - d) advise on the composition of selection panels to undertake appointments.

### **Membership of the Nomination Committee**

2. The Committee shall comprise between four and seven Board members, and there must be a lay majority.
3. Appointments to the Committee are made by the Board on the recommendation of the Nomination Committee and shall usually be coterminous with membership of the Board.
4. The Board shall appoint the Chair of the Committee, who is usually the Chair of the Board. The Chair of the Board shall not chair the Committee or take part in any discussion or decision relating to succession planning or to any appointment to that office. In the absence of the Chair of the Committee, the remaining members present shall elect one of themselves to chair the meeting.
5. Only members of the Committee have the right to attend Committee meetings. However, other individuals such as the Director General, Director of People, Head of Equality and Access to Justice, and Head of Governance and Corporate Services may be invited to attend for all or part of any meeting, as and when appropriate.

### **Secretary**

6. The Head of Governance and Corporate Services, or their nominee, shall act as the secretary to the Committee and will ensure that the Committee receives information and papers in a timely manner to enable full and proper consideration to be given to issues.

### **Quorum**

7. The quorum for meetings of the Committee is three members.

### **Frequency of meetings**

8. The Committee shall meet at least twice a year and otherwise as required.

**Notice of meetings**

9. Meetings of the Committee shall be called by the secretary of the Committee at the request of the Chair of the Committee or any of its members.
10. Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed, shall be forwarded to each member of the Committee and any other person required to attend at least four working days before the date of the meeting. Supporting papers shall be sent to Committee members and to other attendees, as appropriate, at the same time.

**Minutes of meetings**

11. The secretary shall minute the proceedings and decisions of all committee meetings, including recording the names of those present and in attendance.
12. Draft minutes of Committee meetings shall be circulated to all members of the Committee. Once approved, minutes should be circulated to all other members of the Board and the Director General unless, exceptionally, it would be inappropriate to do so.

**Duties**

13. The Committee should carry out the duties below for the Bar Standards Board.

To make recommendations to the Board in the following:

- a) Regularly review the structure, size, diversity and composition (including the skills, knowledge, experience and diversity) of the Board and make recommendations to the Board with regard to any changes;
- b) Keep under review the leadership needs of the organisation, both executive and non-executive, with a view to ensuring the continued ability of the BSB to independently discharge its regulatory functions in the public interest;
- c) Review the results of the Board evaluation process that relate to the composition of the Board and succession planning;
- d) Recommend appointment of members to Appointments Panels for each recruitment as and when required;

To take decisions with the delegated authority of the Board in the following:

- e) Oversee the appointment of any external recruitment agency to support appointments to the Board and SMT, and with regard to an agencies approach to achieving inclusivity and equality;
- f) Ensure plans are in place for orderly succession to Board and senior management positions, taking into account the challenges and opportunities facing the BSB, and the skills and expertise needed on the Board in the future; and
- g) Before any appointment is made by an Appointments Panel, evaluate the balance of skills, knowledge, experience and diversity on the Board, and in the light of this evaluation, endorse a description of the role and capabilities required for a particular appointment and the time commitment expected.

At the invitation of the Chair, the Committee may also make recommendations concerning:

- h) Membership of the Governance, Risk and Audit Committee, the Strategic Planning and Resources Committee and the Remuneration Panel, in consultation with the Chairs of those Committees; and
- i) The reappointment of Board members for a second or further term, where the member has performed to the standard to be expected of the office held and it is in the interest of the BSB to renew the appointment.

**Reporting responsibilities**

- 14. The Chair of the Committee shall report to the Board after each meeting on the nature and content of its discussion, recommendations and action to be taken.
- 15. The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed, and adequate time should be made available for Board discussion when necessary.

**Other matters**

- 16. The Committee shall:
  - a) Have access to sufficient resources in order to carry out its duties;
  - b) At least annually, review the Committee's Terms of Reference to ensure it is operating effectively and to recommend any changes it considers necessary to the Board for approval.
- 17. To facilitate the Committee's discharge of its responsibilities in relation to particular items of business, if necessary, procure specialist ad-hoc advice at the expense of the BSB, subject to that expense being agreed by the Board.