

WEA Nominations Committee – Terms of Reference

Date of approval by Board of Trustees: 15 July 2021 (for implementation from 1 August 2021)

Purpose of the Committee

The Nominations Committee shall support, guide and facilitate the recruitment and election or appointment of individuals to the Board of Trustees and to committees of the Board of Trustees, being mindful of the skills needed on the Board and its Committees and of the democratic values of the Association. The Committee shall also support and guide the appointment of Trustees into key leadership roles on the Board and Committees, and support the Regional Committees and Scotland Board in building a framework for the training and development of volunteers and Association members interested in WEA governance.

Membership

The membership of the Nominations Committee will be as follows:

- 4 Trustees, to include the Chair of Trustees, and the Vice Chair (who shall Chair the Committee); and
- 2 Association Members to be nominated by WEA Council.

Members of the Nominations Committee may appoint up to two co-opted members external to the Association, subject to the approval of the Board of Trustees. Any co-opted member so appointed shall serve for a term of two years, renewable at the discretion of the Board of Trustees.

The Chief Executive/General Secretary shall attend the Committee.

Secretariat shall be provided by the Head of Corporate Governance & Company Secretary or their nominated representative.

Quorum

A quorum shall be three members of the Nominations Committee, including at least two Trustees.

Meetings

The Nominations Committee will meet at least twice annually, though will consider the necessity of meeting more often when required. These meetings will be coordinated with the Trustee and Committee calendar so that the Committee's work can dovetail with that of the other Trustee Committees and the Board of Trustees.

Reporting

The Board of Trustees will receive minutes of Nominations Committee meetings and will be notified of any key issues through summary update reports to be delivered by the Chair of the Nominations Committee at meetings of the Board of Trustees from time to time.

Responsibilities

Trustee Recruitment, Retention & Development

1. To oversee the nomination of individuals for consideration by the Board of Trustees, and ensure equitable treatment and a fair process of appointment whether through election, internal or external appointment.
2. To take assurances that every nominee to a Trustee role meets the “fit and proper person” requirement.
3. To oversee the process of checking that every nominee to a Trustee role meets the statutory eligibility criteria to serve as company director and charity trustee.
4. To assure itself that nominees for Trustee or committee roles can and will devote sufficient time to the role.
5. To nominate individuals for Trustee (re)appointment, and for appointment on committees of the Board of Trustees in accordance with any standards or procedures that may be outlined in the Articles of Association or Regulations.
6. To determine from time to time the process and procedures to be followed in appointing a Chair of Trustees. The incumbent Chair of Trustees may advise, but should not participate in the process of appointing a new Chair of Trustees.
7. To advise on the balance of skills, experience, and knowledge appropriate to WEA’s strategic objectives and democratic values, carrying out regular skills audits of the Board of Trustees and its committees to identify any gaps in skills profiles and/or development needs.
8. To oversee the ongoing support and skills development for individual Trustees’, the Board as a whole, and for other individuals aspiring to Board or Trustee committee appointment.

Appointment

9. To assure itself that all Trustee and committee appointments have been made in accordance with the Articles and/or Regulations.

Policies

10. To maintain the Trustee Code of Conduct and advise the Board on the proper handling of any instances of non-compliance with its provisions.
11. To approve policies and procedures for the induction of the Board of Trustees and non-Trustee members of Board-level committees.
12. To recommend a Succession Planning Policy for approval by the Board of Trustees and ensure its periodic review.

Other

13. To undertake any other tasks or functions as may be determined by the Board of Trustees.