

## **Governance & Nominations Committee**

**Last updated:** 14 December 2023

**Date of approval by the Board of Trustees:** 20 March 2025

### **Purpose of the Committee**

The Governance & Nominations Committee shall ensure that WEA's governance is of the highest possible standard and is appropriate to a charity of its size/complexity, adheres to its charitable Articles and Regulations and reflects the diversity of its learners.

The Committee's work includes:

- Oversight of governance development to validate, assure and strengthen good governance at WEA.
- Recruitment, election or appointment individuals to the Board of Trustees, Committees of the Board of Trustees and Local Advisory Panels (collectively known as governance volunteers), being mindful of the skills and diversity needed on the Board, its Committees and Panels and of the democratic values of the Association.
- Appointment and performance management of senior post-holders (currently the CEO/GS, Chief Finance Officer and Director of Governance & Purpose).

### **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 or their nominated representative.

### **Quorum**

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

### **Frequency of Meetings and Notice**

The Nominations Committee will meet at least twice annually, though will consider in agreement with the Chair, 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.

Written notice of each meeting, an agenda and supporting papers shall normally be circulated no later than seven working days before the date of the meeting.

### **The WEA**

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## 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

In line with WEA Articles and Regulations the Committee will:

1. Monitor and review WEA's governance framework and make recommendations for change when appropriate ensuring authority is recorded in a formal scheme of delegation that is reviewed at least annually and distinguishes between matters reserved exclusively for the WEA Board of Trustees' approval or decision, and matters delegated to: Committees of the Board of Trustees, Chief Executive (or other Senior Post Holder), the Leadership Team and local governance.
2. Validate, assure and strengthen effective governance practice. In doing so the Committee will oversee governance improvement including internal and external effectiveness reviews gathering views from internal and external stakeholders and advisors (where appropriate) presenting findings, recommendations and monitoring governance action plans for improvement.
3. Ensure that all governance terms of reference, governance volunteer role descriptions and reporting procedures to and from the Board are fit for purpose and are in line with the agreed scheme of delegation.

### Governance Volunteers - Recruitment, Retention & Development

4. Oversee the nomination of individuals for consideration by the Board of Trustees and ensure equitable treatment and a fair process in accordance with policy of appointment whether through election, internal or external appointment.
5. Oversee the process of checking that every nominee to a governance role meets the statutory eligibility criteria to serve to the relevant voluntary post and assure itself that nominees can and will devote sufficient time to the role.
6. Nominate individuals for appointment and (re)appointment in governance roles in accordance with any standards or procedures that may be outlined in the Articles of Association or Regulations.
7. Determine from time to time the process and procedures to be followed in appointing a Chair and Vice Chair of Trustees and the process and procedures to be followed in appointing the Chairs and Vice Chairs of WEA Committees. The incumbent Chair or Vice Chair may advise but should not participate in the process of appointing a new Chair or Vice Chair of Trustees or a Committee.
8. Oversee the annual review of the governance skills matrix used to aid the recruitment of governance volunteers to reflect diversity of skill, experience, and knowledge appropriate to WEA's strategic objectives and democratic values.
9. To carry out regular skills audits of the Board of Trustees, its Committees and Panels to identify any gaps in skills profiles and/or development needs.
10. To oversee the process for governance volunteer annual 1:1 reviews including where appropriate, 360 appraisal and the ongoing support and skills development for individuals, each governance group as a whole and for other individuals aspiring to governance appointments.

### Appointment

11. To assure itself that all governance appointments have been made in accordance with the Articles and/or Regulations, WEA policy and statutory guidance.

### Senior Post-holders - Appointment and performance

12. Determine the process and procedures to be followed in appointing Senior Post-holders.

13. Oversee the annual performance review of senior post-holders.

#### Policies, Procedures and Guidelines

14. To approve policies, procedures, guidelines and governance handbooks for the induction, training and development of all governance volunteers.
15. To maintain the Governance Code of Conduct and Complaints Procedure for Governance Volunteers.
16. To recommend a Recruitment & Succession Planning Policy for approval by the Board of Trustees and ensure its periodic review.

#### Other

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

#### **Review of the Terms of Reference**

The committee shall, at least once a year, and normally at the start of each cycle of business, review its own performance and Terms of Reference to ensure they remain relevant and appropriate.

## Charity Governance Code

The Board is responsible for all aspects of the Code but relies on its committees to guide and inform how WEA demonstrates its adherence to it. This Committee's work links to the following Principles in the Code:

#### **Principle 2**

##### [2. Leadership — Charity Governance Code](#)

Every charity is headed by an effective board that provides strategic leadership in line with the charity's aims and values.

#### **Principle 5**

##### [5. Board effectiveness — Charity Governance Code](#)

The board works as an effective team, using the appropriate balance of skills, experience, backgrounds and knowledge to make informed decisions.

#### **Principle 6**

##### [6. Equality, diversity and inclusion — Charity Governance Code](#)

6.3 The board is more effective because it reflects different perspectives, experiences and skills, including, where applicable, from current and future beneficiaries

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