

Terms of Reference: Nominations Committee

Classification	This is a Chapter committee.
	With direct delegation from Chapter for oversight and decisions relating to the Cathedral's core activities relating to governance appointments.

Terms of Reference	
Agreed by	Chapter
On	20/09/2023
To be reviewed on	September 2026

Purpose of Committee	
	The Nominations Committee oversees appointments to Chapter, external appointments to Chapter committees (inc Advisory Groups and to Enterprises Ltd) and Chapter appointments to SPC School governor posts and FAC. The Nominations Committee also reviews the training needs of Chapter alongside succession and diversity of its committees, in fulfilment of good governance.

Objectives	
	- At least annually review the structure, size and composition (including the skills, knowledge, experience and diversity) of Chapter and all supporting committees and make appropriate recommendations to Chapter. - Review annually the time commitment required for non-executive members. - Review the training needs of members of Chapter. - Give consideration to succession planning for Chapter and other key, senior posts. - Keep the leadership needs of the organisation under review. - Prior to any appointment process commencing, evaluate the balance of skills, knowledge, experience and diversity, and produce a description of the role and capabilities required. - Be responsible for identifying candidates to fill vacancies as they arise, and explore their interest, availability and suitability, as consistent with identified need. - Nominate individuals for appointment as non-executive members and members of committees. - Act as the Appointments Committee for the Chief Officers or, where this is not achievable or desirable, appoint the members of such a Committee.

Reporting Mechanism	
Minutes/Action Tracker	Minutes and Action Tracker of every meeting is sent to Nominations Committee members and to Chapter. This committee has BST support.

Membership	
Chapter membership on Committee (ex-officio)	By statute membership of the Committee must include at least one Non-Executive Member of Chapter. In addition, by custom and practice, membership shall include at least one Executive Member of Chapter.
Membership	The Committee must have a minimum of four members and a maximum of eight members. The Committee must comprise: (a) one person who is not a member of Chapter, but who is a member of the College of Canons; (b) one person who is not a member of Chapter; and (c) at least one Non-Executive Member of Chapter. Chapter may remove a member from office if there is a good reason for the removal, and at least 75% of Chapter members present and voting vote in favour of the removal. Members of the Committee may resign at any time by notice in writing to the Dean.
Chair appointed by	Chapter appoints, and the Chair must be a non-executive member of Chapter.
Length of appointment of Chair	The Chair is appointed for a term of three years and may serve a maximum of three terms of three years, providing they remain within their terms of appointment as a non-executive member of Chapter.
Other members' term of appointment	Committee members are appointed by Chapter for a term of three years and may serve a maximum of three terms of three years.
Those in attendance	The Chief Officers will be in attendance.
Quoracy	Three (if four members) or four (for membership between five and eight members) which must include the Chair or a Chapter Member.
Equality, diversity and inclusion	St Paul's Cathedral is committed to encouraging equality, diversity and inclusion in all aspects of its life and community. Our aim is for our committees to be truly representative of all sections of society and for each member to feel respected and able to give their best.

Term of Service		
Chair	Non-executive member of Chapter:	
Other external committee members	Member of College of Canons:	
	Other member (not Chapter):	
Ex-officio Chapter Membership: Non-Executive		
Ex-officio Chapter Membership: Executive		

Meetings	
Frequency of Meeting	The Committee shall meet three times a year to carry out its annual functions, and otherwise as required.
Notice of Meeting	Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of the items to be discussed and any relevant papers should be sent to members and those invited, no later than five working days before the date of the meeting.
Electronic Meetings	The Articles of the Constitution on remote participation apply to meetings of the Nominations Committee as they apply to a meeting of the Chapter.
Tied voting	If there is a tied vote at a meeting of the Committee, the Chair of the Committee will have a second, casting vote.

Length of Life of Committee
This is a statutory Committee and the Terms of Reference must be reviewed every three years.