

Nominations Committee

Terms of Reference and Recruitment Process

1. Introduction

According to Charity Commission guidance, “responsibility for the recruitment of new trustees rests firmly with the existing trustees. They must oversee the management of an open and efficient process and always act in the best interests of the charity”¹.

This document sets out:

- (i) the process by which the Board will review the composition of the Board in order to identify future needs and identify and recommend the appointment of new trustees; and
- (ii) the Terms of Reference of the Nominations Committee.

Provisions relating to the appointment of trustees are set out in Article 11 of BBOWT’s Articles of Association. Trustees are appointed for a three-year term by resolution of the AGM. They may serve further three-year terms but renewal is not automatic.

2. Objective

The objective of BBOWT’s trustee recruitment process is to ensure that the membership of the Board contains the best possible balance of skills, experience and ability to contribute in order to meet the charity’s needs. It has been designed to avoid the situation where ‘new blood’ cannot be brought into the Board because of blockages caused by the automatic renewal of existing Trustees’ terms. It also avoids the need for a constitutional limit of, say, two terms being imposed on Trustees, even when there is a strong case for individuals with much to contribute remaining on the board beyond the constitutional limit.

3. Process

- a. From time to time, the Board will review its own membership against the needs of the Trust. Every year the Board will carry out an audit of the skills and experience of its members to assess whether these meet the needs of the Trust. A review might also be prompted by the resignation of one or more trustees or by recognition that the Board needs new skills.
- b. At each review, the Board will formally agree on the needs to be met and will aim to achieve diversity on the Board.
- c. The Board will publish a general invitation for applicants in Trust newsletters, on the Trust website, through social media and other appropriate means, identifying the skills and experience it needs.
- d. A trustee wishing to serve another term (an "internal" candidate) will be interviewed by the Nominations Committee, which will make a recommendation to the Board based on a number of criteria. These will include the skills needed by the Board and how far the candidate has demonstrably met the BBOWT Trustee Role Description.
- e. The Nominations Committee will also interview applicants ("external" candidates) selected from among those who have responded to the general invitation to apply. The criteria against which they will be assessed will include the skills needed by the Board and how far the candidate potentially meets the BBOWT Trustee Role Description.

¹ Finding new trustees (CC30)

- f. All applicants will have to meet general requirements under charity law as to their eligibility to be a trustee (e.g. not being an undischarged bankrupt).
- g. The Nominations Committee will make recommendations to the Board which may offer its own recommendations to the AGM. Where the total number of candidates proposed to the AGM necessitates an election, a ballot of the members may be held in advance of the AGM and reported to the AGM under Article 11.3(2).
- h. Under Article 11.3, members may put themselves forward directly to the AGM, provided they are proposed and seconded by two other members and that they notify BBOWT in the prescribed manner by the deadline date set out in Article 11.3(1), with the information required in that Article, including a declaration of their eligibility. However, in order to enable the Board to comply with the Charity Commission guidance about the Board's responsibility to manage the recruitment of trustees and to ensure that all applicants are treated equally and assessed by reference to the same criteria, including the skills needed by the Board, any member who seeks nomination in this way will also be invited for interview by the Nominations Committee.

4. Responsibility for managing the process

- a. The process will be managed by a Nominations Committee, comprising the Chair, the Honorary Secretary, a trustee and the Chief Executive provided that if any such person is a candidate for election, they shall not be a member and the Board shall appoint another trustee to the Committee in their place. Three members of the Committee must be present at any meeting.
- b. The trustee member will be appointed by the Board and reviewed annually.

5. Duties of the Nominations Committee

- a. The Committee will advertise any vacant positions on the Board.
- b. The Committee will obtain CVs from candidates and make a preliminary assessment against the needs agreed by the Board.
- c. The Committee will interview candidates, including current trustees coming to the end of their term who wish to stand again, and confirm that each candidate has provided a declaration of his/her eligibility to stand as trustee.
- d. The Committee will also invite for interview any member who is nominated, independently of the process described above, under Article 11.3.
- e. The Committee may invite external candidates to attend a Board meeting, making it clear that attendance implies no commitment on either side to take matters further.
- f. The Committee will make recommendations to the Board.
- g. The Committee will ensure that candidates are informed at each stage in the process.

6. NOTES:

- a. AGM

The power to elect trustees is vested in the AGM. Any member of the Trust who is not legally disqualified to serve as a trustee may offer themselves for election to the Board.

The Board may choose to offer the AGM its opinion on the suitability of candidates or to recommend a candidate.

b. Co-opted trustees

Under Article 11.8, the Trustees may at any time co-opt any individual who is qualified to be elected as a Trustee to fill a vacancy but a co-opted trustee only holds office until the next AGM.

c. Terms of office

While two terms of office of three years each is likely to be the norm, Trustees may serve up to three terms. Any extension beyond three terms will be considered only in exceptional circumstances (e.g. for the needs of succession planning or preventing skills shortages), in which case, re-appointment for one or two years may be considered.

NB The Charity Governance Code states:

“If a trustee has served for more than nine years, their re-appointment is:

- Subject to a particularly rigorous review and takes into account the need for progressive refreshing of the Board
- Explained in the annual report.”

For further information, consult Charity Commission publication CC30 ‘Finding new trustees’ <http://www.charity-commission.gov.uk/Library/publications/pdfs/cc30text.pdf>

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