

NOMINATIONS COMMITTEE

Constitution and Terms of Reference

1 PURPOSE

- 1.1 The Nominations Committee (NomCo) is responsible for developing and managing inclusive and transparent processes, including those for corporate elections, to support the recruitment, assessment and nomination of suitably experienced candidates to the Trustee Board, Council and governance boards/committees¹. It is responsible for developing a diverse pipeline of candidates and for overseeing succession arrangements of boards/committees.

2 DUTIES

- 2.1 Keep up-to-date and fully informed about the strategic issues and leadership needs of the Institution.
- 2.2 Support the governance boards/committees to evaluate the balance of their skills, experience, and diversity regularly. Provide guidance to help identify opportunities and gaps to be addressed.
- 2.3 Develop a diverse pipeline for succession for any committee that NomCo serves, considering the current and evolving challenges and opportunities facing the Institution and the skills and expertise needed to address them.
- 2.4 Prepare role descriptions that have due regard to the benefits of diversity and include objective qualifying criteria for applicants, including competence, skills, experience and behaviours.
- 2.5 Operate with delegated authority from the Trustee Board for the provision of the Institution's Corporate Elections processes and procedures for the elected Trustee Board and Council positions. This is done in conjunction with the staff who administer the election process.
- 2.6 Provide NomCo nominated candidates for election for all required Trustee Board positions. The NomCo shall consider information brought before the Committee before its list of selected nominees is issued.
- 2.7 Facilitate the appointment of Past Presidents to Board and Committee positions where there is a Terms of Reference requirement for them.
- 2.8 Support Council in putting forward members to serve on Boards and Committees where there is a Terms of Reference requirement for them.
- 2.9 As per Trustee Board Regulation 1.6, support the Trustee Board to fill any casual vacancies.
- 2.10 As per Trustee Board Regulation 1.4, support the Trustee Board to fill any vacancies to co-opt non-elected and potentially non-corporate or non-member Trustees to bring specific specialist expertise where needed.

¹ The NomCo remit extends to the following governance boards/committees: Audit & Risk Committee, Finance Board, Strategy Committee, Nominations Committee, Trustee Board Awards Committee, and Remunerations Committee. This shall be kept under review by the Trustee Board and NomCo.

- 2.11 Provide the initial on-boarding process for new Committee/Board members who are appointed via the NomCo process with an IMechE email account and general information about the IMechE and the Committee/Board they are joining.
- 2.12 Actively promote opportunities and benefits of participating in the governance and leadership of the Institution to all members.
- 2.13 Recruit, assess and nominate candidates for any other specific roles that the Trustee Board may deem necessary.
- 2.14 Promote the role of NomCo and the aims of developing an inclusive and diverse volunteer network.

3 REPORTING RESPONSIBILITIES

- 3.1 NomCo is accountable to the Trustee Board.
- 3.2 NomCo shall present its list of candidates in the Corporate Elections to the Trustee Board for comment.
- 3.3 The Trustee Board shall be notified of the NomCo appointments to the Trustee Board and other appointments within NomCo’s scope.
- 3.4 The NomCo Chair shall provide the Trustee Board and Council with a written report (copied to the Chairs of Council and the governance boards/committees) including any risks and opportunities.

4 MEMBERSHIP

4.1 Composition

- 4.1.1 NomCo appointments are for a term of three years. Members can be re-appointed for a further and final three-year term. To ensure continuing diversity and fresh perspectives, there should always be one (or more) new person joining NomCo each year. This is achieved by creating one (or more) casual vacancy each year through the retirement of a current Ordinary Member. All appointments shall be approved by the Trustee Board.
- 4.1.2 NomCo shall comprise the following appointments:

No.	Role	Basis of Appointment	Term	Type
1	Chair	This shall be a Past President or Past Trustee. Appointed by the Trustee Board.	3 years	Voting
1	Deputy Chair	Appointed by the NomCo Chair in consultation with NomCo members. The Deputy Chair shall be selected from one of those currently serving Ordinary Members of NomCo.	Up to 3 years	Voting
1	Trustee	This will be a Deputy President.	At the discretion of the Trustee Board	Voting

8 (see note 2 below)	Ordinary Members	Appointed by NomCo and approved by the Trustee Board. Ordinary Members should be representative of the broad spectrum and diversity of the Institution as a whole.	Up to 3 years	Voting
1	Chief Executive	Ex officio position	-	Non-voting
1	HR Director	Ex officio position	-	Non-voting
1	Associate Director, Governance	Ex officio position	-	Non-voting
1	Governance Manager	Ex officio position	-	Non-voting
1	Secretarial support	This shall be a delegated to a member of the Governance team.	-	Non-voting

4.1.3 Decisions of the NomCo shall be arrived at by a majority of a quorate NomCo. Should there be an equal number of votes for and against a proposal then the Chair shall have an additional deciding vote.

4.2 Appointments

4.2.1 Members shall be appointed by NomCo for approval by the Trustee Board.

4.2.2 The Trustee Board representative shall be a Deputy President. If the appointee ceases to be a Trustee during their designated term with NomCo, the appointee shall at that point cease to be a member of NomCo.

4.2.3 Ordinary Member positions are subject to an open call for applications from Members of the Institution who meet the criteria specified in the role description. Applications are evaluated against defined requirements and skill-set requirements.

4.2.4 If, following an open call to Members of the Institution, vacancies for Deputy Chair and Ordinary Members remain, NomCo shall produce a role specification and identify suitable candidates by research, recommendation, recruitment consultants or similar means.

4.2.5 The Institution’s Chief Executive and HR Director shall be ex officio members of NomCo by virtue of their employee positions.

4.2.6 The Institution’s Associate Director, Governance and the Governance Manager shall be ex officio members of NomCo by virtue of their employee positions.

² At its meeting held on 12 December 2024, the Trustee Board approved the NomCo recommendation to increase the number of Ordinary members on NomCo from 6 to 8.

4.3 Conduct

4.3.1 NomCo members are required to commit to the following:

- a) The Institution's Values, Behaviours and Code of Conduct.
- b) Acting without vested interest; self-reporting conflicts of interest or loyalty.
- c) Improving the diversity within the Institution's Boards and Committees.
- d) Exercising independent judgement and challenging colleagues appropriately.
- e) Opening up volunteering opportunities to all eligible members.
- f) Creating transparent and inclusive processes and procedures that treat candidates objectively and fairly.
- g) Maintaining high levels of confidentiality where required and ensure GDPR compliance is upheld.
- h) During their term on NomCo, members should not aspire to hold office for any NomCo appointments. Neither should they be conflicted with the work of NomCo or cause any reputational damage to NomCo.
- i) Respond promptly to NomCo correspondence, most of which will be dealt with out of committee.
- j) Members must have sufficient time and availability to devote to NomCo activities.

4.4 Training

4.4.1 Members of NomCo shall undertake induction, training and refreshers as required to maintain the skills and knowledge necessary for their roles and the broader capabilities and effectiveness of NomCo.

5 SECRETARIAT

5.1 A delegated member of the Governance team shall provide NomCo with a professional secretariat service.

5.2 Subject to prevailing business needs established by the Trustee Board or Chief Executive, NomCo may be authorised access to other corporate resources required to support additional work.

6 MEETINGS

6.1 Definition

6.1.1 All NomCo meetings (virtual, in-person and hybrid) will be conducted in an inclusive manner to ensure that all those attending feel that they have the opportunity and confidence to participate fully. This will encourage diversity of opinions and better outcomes. Should members be unable to attend an in-person meeting they shall, following agreement by the Chair, be permitted to join virtually.

6.2 Participation

6.2.1 Only NomCo members shall have the right to attend NomCo meetings and only the Chair, Vice Chair (if appointed) Trustee Board representative and Ordinary Members shall have voting rights. At the discretion of the Chair and as appropriate for the business at hand, other individuals may be invited as observers, to attend all or part of a NomCo meeting.

6.3 Quorum

6.3.1 For a NomCo meeting to be quorate the following members shall attend:

- a) Either the NomCo Chair or the Deputy Chair.
- b) Three voting members in addition to (a).
- c) Either the CEO or the HR Director.

6.4 Frequency

6.4.1 NomCo should typically meet six times a year, including one physical meeting at the headquarters of the Institution. NomCo members are required to attend (either virtually or in person) at least two thirds of the meetings held and, if unable to do so, their appointment may be terminated by the NomCo Chair.

7 AUTHORITY

7.1 The Trustee Board shall approve the NomCo operations budget each year.

7.2 NomCo shall seek authorisation from the Trustee Board for any activity and spend not included in the approved work plan or covered by the authorised budget.

8 ACCOUNTABILITY

8.1 NomCo is accountable to the Trustee Board for the effective discharge of its duties and responsibilities as set out in this document.

9 APPROVAL

9.1 This document was approved by the Trustee Board on 22 June 2023. It is subject to review and re-approval every two years and, by exception, at other times as required by NomCo or the Trustee Board.

Appendix 1

All members of the Nominations Committee are expected to abide by the IMechE Values and Behaviours which must factor into all interactions as a member of the Nominations Committee.

WE ARE INCLUSIVE We are united and work together as one inclusive team, showing kindness and compassion to one another by valuing, respecting, supporting, and actively listening to the contributions we each have to make.

- We welcome and embrace diversity. We value, appreciate and embrace individual differences, welcoming diverse views and perspectives to help us learn, grow and achieve the best outcomes for IMechE.
- We are open, transparent, and respectful. We communicate and share information in an open, transparent, clear, meaningful, and timely way to show trust and respect for one another, giving people what they need, how they need it and when they need it.
- We actively and openly listen. We listen with empathy and compassion in order to hear and understand all views, ideas, and suggestions, and provide feedback to help each other be their best.
- We encourage and praise one another. We encourage each other to achieve their goals, celebrating their successes with gratitude and praise in a timely and meaningful way

WE ACT WITH INTEGRITY We are committed to acting with the best intentions to support and drive IMechE's mission by being honest, truthful, and authentic, adhering to the highest levels of quality and professional standards in every decision we make and every action we take.

- We put our personal agendas aside. We are committed to putting the good of IMechE ahead of our own personal agendas, respecting and accepting decisions made after debates, and doing our part to support and move things forward together.
- We are honest and courageous. We pro-actively and courageously speak up, doing so in a kind, respectful, vulnerable, and inclusive manner to find solutions and overcome problems and challenges head on.
- We are dependable. We earn and maintain the trust of others by being credible, fair, consistent, and reliable. We say what we'll do and do what we say.
- We admit our mistakes. We openly and freely admit and learn from our mistakes, viewing them as lessons learned, meeting them with understanding so that we can move forward to resolve and overcome them.

WE ARE INNOVATIVE We find better ways to get things done, working together to find solutions and drive change, moving our vision forward by improving the world through Engineering.

- We are open minded. We are open to and accept that our ideas and views can and should be appropriately challenged, focusing on 'getting it right' rather than 'being right'.
- We are curious. We explore, enquire, analyse and envisage a variety of solutions and perspectives before making decisions and taking actions, identifying any potential opportunities and risks to the Institution.
- We challenge the status quo. We question why, what and how we do things, challenging norms and current practices to continuously improve and look to the future, innovating to create and enable change

WE MAKE AN IMPACT We make a difference and have an impact on each other, our profession and society. We influence as individuals and succeed together by collaborating.

- We take ownership. We take responsibility for owning and meeting our commitments, holding ourselves accountable, and making sure that we deliver in a timely manner to serve the overall objectives of the Institution.
- We drive results. We work in partnership to make decisions and take action to drive results. We find ways to overcome obstacles to deliver on tasks and goals.
- We are proud. We take pride in the contribution and impact we have on one another, and in making a difference as individuals and together to improve the world through Engineering.