



The Royal Institution
of Great Britain

Terms of Reference of the Nominations Committee
OF THE
ROYAL INSTITUTION OF GREAT BRITAIN

1. Background

- 1.1 The Byelaws of the Royal Institution of Great Britain (the **Institution**) adopted at a Special General Meeting of the Members of the Institution held on 3 March 2011 (the **Byelaws**) require that the Institution establish a Nominations Committee (the **Committee**).
- 1.2 These Terms of Reference set out the extent of the powers delegated to the Committee by the Byelaws and by the Trustees of the Institution (the **Trustees**) together with procedural and other matters.
- 1.3 In these Terms of Reference:
 - 1.3.1 a reference to a Byelaw is a reference to the relevant section of the Byelaws;
 - 1.3.2 a reference to a paragraph or the Appendix is to a paragraph in or the Appendix to these Terms of Reference;
 - 1.3.3 the use of emboldening in the text indicates that a term or expression is defined for the purposes of the remainder of the document.
- 1.4 In the event of a conflict between these Terms of Reference or where they are silent on a matter which is covered by the Byelaws, the Byelaws shall prevail/apply.

2. Membership

- 2.1 The provisions of Byelaw 20 shall apply to the composition of the Committee, namely:
 - 2.1.1 there shall be no less than five and no more than seven members of the Committee, of whom a majority shall be Members of the Institution;
 - 2.1.2 two-thirds (or the number nearest two-thirds) of the members of the Committee shall be appointed by the Trustees on the basis of skill;
 - 2.1.3 the remaining one-third (or number nearest one-third) of the members of the Committee shall be co-opted by the Committee itself; and
 - 2.1.4 two members of the Committee shall be Trustees but a majority of the members of the Committee shall not be Trustees.
- 2.2 Subject to paragraph 2.3 members of the Committee shall serve for a term of three years from the date of their appointment, renewable up to a maximum of three terms (nine years).
- 2.3 The term of office of a member of the Committee automatically terminates when:

- 2.3.1 they cease to be a Trustee of the Institution, in the case of Trustee members; or
- 2.3.2 they allow to be proposed as a candidate for election or re-election as a Trustee; or
- 2.3.3 they receive written notice of removal as a member of the Committee from the Trustees; or
- 2.3.4 they have completed three terms.

3. Chair

- 3.1 The Chair of the Committee shall be a Trustee and shall be appointed by the Trustees.
- 3.2 In the absence of the Chair of the Committee at a meeting of the Committee, the remaining members of the Committee present shall elect one of their number to chair the meeting.

4. Secretary

- 4.1 The Committee shall have a Secretary who shall be appointed by the Committee.
- 4.2 The Secretary shall take proper minutes of all meetings of the Committee and, once the minutes are approved by the Committee, shall send a copy of them to the Trustees.

5. Meetings

- 5.1 The Committee shall meet as often as the Chair shall require in order for it to fulfil the functions allocated to it by the Byelaws and in any event at least quarterly in each year.
- 5.2 Any members of the Committee may request a meeting if they consider that one is necessary or expedient.
- 5.3 Only members of the Committee shall be entitled to attend a meeting of the Committee. Attendance by non-members shall be at the discretion of the Chair of the Committee.
- 5.4 Notice of each meeting, together with an agenda of items to be discussed and supporting papers, shall be forwarded to each member of the Committee seven days prior to the date of the meeting (or such shorter period as members of the Committee shall agree).
- 5.5 All reasonable efforts shall be made to arrange meetings of the Committee so that all members of the Committee and invitees are able to attend.
- 5.6 The quorum shall be three members of the Committee including at least one member who is also a Trustee.
- 5.7 Members of the Committee may participate in or hold a meeting of the Committee by means of conference telephone or other similar communications equipment so that all persons participating in the meeting can hear or speak to each other. Participation by such means shall be deemed to constitute presence in person and

business so transacted shall be effective for all purposes as that of a meeting of the Committee duly convened and held with such persons physically present.

- 5.8 A resolution in writing (which may include e-mail) passed by a majority of the members of the Committee shall be as valid and effective as if it had been passed at a meeting of the Committee.
- 5.9 Matters for decision shall be decided on a show of hands. In the case of an equality of votes, the Chair of the meeting shall be entitled to an additional or casting vote.

6. Delegated Responsibility and Authority

- 6.1 The Committee shall undertake the functions allocated to it in the Byelaws, namely:
 - 6.1.1 it shall have oversight of the election of Elected Trustees to the extent permitted by and in accordance with Byelaw 14, such Ballot Regulations as may be in force from time to time and the particulars set out in the Appendix;
 - 6.1.2 it shall advise the Trustees on the appointment of the Appointed Trustees; and
 - 6.1.3 it shall have oversight of applications for membership of the Institution in which role the Committee shall advise the Trustees on matters referred to it by the Trustees and such other matters relating to the membership of the Institution as the Committee considers appropriate to bring to the attention of the Trustees.
- 6.2 The Committee may seek any information it requires from any Member, prospective Member, employee or Trustee and may (subject to any constraints placed on the Committee by the Trustees from time to time for the proper management of the resources of the Institution):
 - 6.2.1 request access to all papers, records, information and professional advice given to or under the control of the Institution;
 - 6.2.2 request the Ri Director to allow any member of staff of the Institution to attend its meetings to provide reports or to answer questions; and
 - 6.2.3 take its own professional advice, subject to any budget given to it (or, in the event that it has no budget, subject to prior approval by the Trustees).
- 6.3 The Committee shall not make any approach to a consultant or other provider of services to the Institution without further authority from the Trustees.

7. Accountability

- 7.1 Any delegation of powers to the Committee shall be revocable at any time by the members of the Institution in general meeting.

- 7.2 Copies of all minutes of the Committee shall be circulated to all members of the Committee and to the Trustees promptly after each Committee meeting.

APPENDIX

Responsibilities of the Committee in relation to the Election of Elected Trustees

The Committee shall, in respect of the Trustees of the Institution:

1. meet as required by the Byelaws to identify those Trustees in any year who are retiring at the next AGM (or who have ceased to hold office since the previous AGM);
2. identify the skills that it would be helpful for one or more of the Elected Trustees to have in order to maintain a balance of skills across the Trustees;
3. oversee the call for nominations for Trustees to be elected or re-elected;
4. identify those candidates for election that have been validly nominated and are willing to stand as candidates;
5. invite each validly nominated candidate to submit a written profile, in such form as the Committee shall from time to time determine;
6. if a ballot is held:
 - 6.1 appoint the scrutineers;
 - 6.2 oversee the preparation and sending out of ballot papers and such other papers (if any) as the Committee considers necessary or appropriate;
 - 6.3 once the ballot has been counted, receive the scrutineers' report and satisfy itself that the ballot has been conducted properly;
 - 6.4 determine the result of the ballot as required by the Byelaws; and
7. announce the result of the election in accordance with Byelaw 14.12.