

## **DRAFT**

### **OXFORD DIOCESAN SCHOOLS TRUST**

#### **NOMINATIONS COMMITTEE**

##### **TERMS OF REFERENCE**

#### **Introduction**

The Nominations Committee is a committee of the Board of Trustees/directors of ODST (the Board) to which it reports, advises and makes recommendations for member appointment of new Trustees and for co-opted members to the Committees of the Board.

#### **Membership**

The Nominations Committee will have up to four voting members, and, in addition, the Chief Executive will be expected to attend meetings. It will be chaired by the Chair of the Board unless the voting members agree to appoint another of their number to perform such a role. *The Nominations Committee may invite up to two individuals with appropriate knowledge and expertise to attend and participate in meetings but such persons will not have voting rights.* The quorum for decision-making will be three voting members.

It is an expectation of the ODST Board that members of the Nominations Committee will make every effort to attend each meeting.

The Nominations Committee will meet a minimum of twice a year. Further meetings may be held if and when necessary, at the discretion of the Chair. The Governor Services Officer will act as Clerk to the Nominations Committee and will convene meetings and agree the agenda in conjunction with the Chair of the Nominations Committee. The Clerk will produce full written minutes of each meeting, including agreed action points. The Clerk will also ensure that those members of the Nominations Committee who have agreed action points are noted and are followed up. The minutes of each meeting of the Nominations Committee will be circulated to the Board at the next appropriate Board meeting where the Chair will report the principal conclusions and recommendations of the Nominations Committee.

#### **Purpose and Role**

The primary purpose of the Nominations Committee is to monitor membership of the Board. This will include ensuring that there are sufficient members with the required skills to govern the Trust effectively. The Nominations Committee will also be responsible for the selection, appointment and induction of prospective new trustees, subject to formal approval of the Members.

The Nominations Committee will:

- monitor the appointment of co-opted members to the Committees
- monitor an up-to-date list of Trustees and the dates of their expected re-election or retirement from the Board
- ensure completion of an annual skills audit by each Director to ensure that the Board has the relevant skills to govern the Trust
- maintain a list of prospective Trustees
- plan for Trustee retirements and ensure that the Board has adequate time to find replacements with the appropriate skills
- recommend to the Board best practice in charities governance in relation to terms of office
- seek proposals for nomination from the Board and external parties
- consider advertising for Trustees and seeking the support of the DfE's Ambassadors Group where gaps in relevant expertise and skills are hard to fill
- gather all information (including references) and shortlist the appropriate number of candidates for interview by Members of the Nominations Committee
- recommend the candidates that are appropriate for appointment and put forward a proposal to the full Board to approve before appointments are confirmed
- arrange a formal induction to the Board before his/her appointment takes effect.

The business of the Nominations Committee shall be conducted as the Chair of the Nominations Committee thinks fit provided that at every meeting:

1. the minutes of the previous meeting are approved provided they accurately reflect the business of the meeting
2. matters arising from the minutes including any matter notified by other Trustees shall be considered and minuted.

These Terms of Reference will be reviewed annually by the Board.

These Terms of Reference were agreed by the Nominations Committee on the 10<sup>th</sup> March 2016 and approved by the Trustees on the xxxxxxxx