



**CIO S LEP Company (registered number: 07471437)
Nominations Committee**

Terms of Reference

1. Duties

The Committee should carry out the duties below as appropriate.

For the purposes of appointing any Director, the Directors shall appoint a committee from their number and such committee shall be known as the “Nominations Committee”. The committee shall comprise at least two Directors and the following provisions shall apply:

- a) Only members of the Nominations Committee have the right to attend Nominations Committee meetings. However, other individuals may be invited to attend for all or part of any meeting, as and when appropriate and necessary;
- b) The Nominations Committee shall:
 - i. regularly review the structure, size and composition (including the skills, knowledge, experience and diversity) of the Directors and make recommendations to the Directors with regard to any changes;
 - ii. give full consideration to succession planning for Directors and other senior executives in the course of its work, taking into account the challenges and opportunities facing the company, and the skills and expertise needed amongst the Directors in the future;
 - iii. keep under review the leadership needs of the organisation, with a view to ensuring the continued ability of the organisation to deliver to its strategy as outlined from time to time;
 - iv. be responsible for identifying and nominating for the approval of the Directors, candidates to fill vacancies as and when they arise;
 - v. before any appointment is made by the Directors, evaluate the balance

of skills, knowledge, experience and diversity amongst the Directors, and, in the light of this evaluation prepare a description of the role and capabilities required for a particular appointment. In identifying suitable candidates the Nominations Committee shall:

- A. use open advertising or the services of external advisers to facilitate the search;
 - B. consider candidates from a wide range of backgrounds;
 - C. consider candidates on merit and against objective criteria and with due regard for the benefits of diversity amongst the Directors, including gender, taking care that appointees have enough time available to devote to the position;
- vi. for the appointment of a chairman, chief executive or similar position, the Nominations Committee should prepare a job specification, including the time commitment expected. A proposed chairman's other significant commitments should be disclosed to the Directors before appointment and any changes to the chairman's commitments should be reported to the Directors as they arise;
 - vii. prior to the appointment of a Director, the proposed appointee should be required to disclose any other business interests that may result in a conflict of interest;
 - viii. ensure that on appointment as a Director, such person receives a formal letter of appointment setting out clearly what is expected of them in terms of time commitment, committee service and involvement outside board meetings;
 - ix. review the results of the Directors performance evaluation process that relate to the composition and competencies of the board of Directors;
- c) The Nominations Committee shall also make recommendations to the Directors concerning:
- i. formulating plans for succession for Directors and in particular for the key roles of chairman and chief executive (if any);
 - ii. suitable candidates for the role of senior independent director (if any);
 - iii. membership of any other committees as appropriate, in consultation with the chairmen of those committees;
 - iv. the re-appointment of any Director at the conclusion of their specified term of office having given due regard to their performance and ability

- to continue to contribute to the board of Directors in the light of the knowledge, skills and experience required;
- v. any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of a Director as an employee of the company subject to the provisions of the law and their service contract; and
 - vi. the appointment of any Director to executive or other office.

2. Reporting Responsibilities

The Committee Chair shall report formally to the LEP Board on its proceedings after each meeting (or when appropriate) on all matters within its duties and responsibilities.

The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

3. Membership

The Committee shall be made up of at least two Directors. The Chair of the LEP Board shall Chair the Committee meetings.

Only members of the Committee have the right to attend Committee meetings. However, other individuals may be invited to attend for all or part of any meeting, as and when appropriate and necessary.

In the absence of the Committee Chair, the remaining Directors present shall elect one of themselves to chair the meeting.

4. Secretary

A member of the Cornwall and Isles of Scilly Local Enterprise Partnership Executive Team shall act as the secretary of the Committee.

5. Quorum

The quorum necessary for the transaction of business shall be two Directors. The required Directors meetings either in person or by telephone will constitute a quorum.

A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in

or exercisable by the Committee.

6. Frequency of Meetings

The Committee shall meet at appropriate times during in the succession planning cycle of Directors and otherwise as required.

7. Notice of Meetings

Meetings of the Committee shall be arranged by the secretary of the Committee at the request of any of its members.

Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed, shall be forwarded to each member of the Committee, and other person required to attend, no later than 3 working days before the date of the meeting.

8. Minutes of the Meetings

The secretary shall minute the proceedings and resolutions of all Committee meetings, including recording the names of those present and in attendance.

The secretary shall ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly.

Minutes of the Committee shall be circulated promptly to all members of the Committee.