



## **Information for the role of the Nominations Panel Independent Member**

The Nominations Panel reviews and ratifies appointments across the Group's boards, panels and committees, considering the balance of skills, knowledge and experience of those in decision making positions and working to embed a process that aligns with the principles of equality, inclusion and diversity. We welcome interest from those who feel they could contribute to panel discussions in an objective way, providing challenge and valuable input. In particular we would be interested to hear from anyone with experience in charity appointments, whether that has been gained in a professional context, or something you have experience of in a voluntary or unpaid role. We would also be interested to hear from those who may have a more EDI focussed skillset and could contribute such a perspective to panel discussions.

As a member of the Nominations Panel you will help the Group to move towards a more diverse and representative make up of decision makers, directly shaping the Group's future in line with its strategic objectives. You will have the opportunity to develop valuable panel experience and engage with colleagues and peers to share opinions and advocate for change.

## **Terms of Reference Nominations Panel**

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The Council of Trustees has convened a Nominations Panel to nominations for Trustee level positions, ratify committee level positions, and to provide guidance to Committee Chairs on candidate selection if requested.

### **1. Duties**

- For Trustee level vacancies:
  - To assess nominations received from members for Trustee level positions, and to draw up a shortlist of those which meet the necessary skills and expertise for each vacancy
  - The Panel may also consider the balance of skills, knowledge, experience and diversity of the Council of Trustees at the time in their evaluation of the suitability of nominations received
  - To put forward additional nominations as required to ensure that there is a candidate of suitably high-quality to appoint
  - If more than one suitable candidate is identified who has both

- the skills and experience for the vacancy, to call an election
- For non-Chair Committee member vacancies:
  - To ratify the appointment of candidates by recommendation from the incumbent Committee Chair
  - If the incumbent Committee Chair is unable to reach a decision on which candidate to appoint, the Panel will either review the received nominations and appoint its preferred candidate, *or* to call an election if it feels unable to make a selection
- The Nominations Panel shall adjudicate on any matters of interpretation of these Terms of Reference and the conduct of elections

## **2. Membership**

### **i. Composition**

The Nominations Panel will be comprised of five (5) members:

- President (Chair)
- Chair
- Honorary Treasurer
- One additional Trustee\*
- One ordinary member (another Society member with demonstrable familiarity with the molecular biosciences community)\*

\*These positions can be used to ensure the Panel is sufficiently balanced and diverse, and carry a 2 year term of office to ensure turn-over.

Members of staff including the CEO, Directors, and the Executive Officer (and other members of staff as the Panel may wish from time to time to co-opt) will be in attendance in a non-voting capacity to support the Panel in the review process.

In the case that the Panel is reviewing nominations for the President, Chair or Honorary Treasurer positions, the incumbent will be required to absent themselves from discussion in order to avoid a conflict of interest.

### **ii. Appointment of members**

Vacancies for the Trustee level position shall be filled by appointment by the Panel.

The vacancy for the ordinary member shall be filled by appointment by the Panel following a call for nominations.

### **iii. Conduct**

Members are required to adhere to the Committee Code of Conduct.

### **3. Meetings**

The Panel will meet annually in line with the nominations cycle. Additional meetings may be called from time to time if required. Business in between meetings may also be transacted by email.

### **4. Quorum**

A quorum shall be three (3) members.

### **5. Agenda and papers**

An agenda, along with documentation/information/reports supporting the items under discussion, will be circulated to members of the Panel by email a minimum of seven (7) calendar days before a meeting. The agenda and papers will be considered received by all parties unless notification to the contrary is received.

It is essential that all papers are read and considered in advance of the meeting.

### **6. Decision making**

Where possible a general consensus identified by the Chair will be sufficient to consider a matter passed, rejected or deferred.

Where consensus is not possible, all decisions will be made by a vote, with each member holding one (1) vote. Where an equity of votes occurs, the President may cast an additional vote to finalise the decision, or may defer the decision for later action.

### **7. Reporting**

The Nominations Panel shall provide a report from its meetings to the Council of Trustees.

### **8. Ownership of Terms of Reference**

These Terms of Reference are owned by the Council of Trustees.

Last updated: April 2018