

THE ARTS SOCIETY

BOARD APPOINTMENTS COMMITTEE

TERMS OF REFERENCE



The appointments committee's ("committee") core responsibility is to manage the appointment process for new Board Trustees.

1 Membership

1.1 The committee shall comprise the Chair, three Trustees (one of whom will be a local Society Trustee) and an independent representative.

1.2 Only members of the committee have the right to attend committee meetings. However, other individuals such as the chief executive, the HR Manager and external advisers may be invited to attend for all or part of any meeting, as and when appropriate and necessary.

1.3 Appointments to the committee are made by the Board.

1.4 The committee shall be chaired the Chair of the Board, except when it is dealing with the appointment of a successor to the Chair, when it shall be chaired by the senior independent director. In the absence of the committee chair and/or an appointed deputy, the remaining members present shall elect one of themselves to chair the meeting from those who would qualify under these terms of reference to be appointed to that position by the Board.

2 Secretary

The company secretary or their nominee shall act as the secretary of the committee.

3 Quorum

The quorum necessary for the transaction of business shall be three.

4 Frequency of meetings

The committee shall meet be an ad hoc committee and formed as and when required.

5 Notice of meetings

5.1 Meetings of the committee shall be called by the secretary of the committee at the request of the committee chair.

5.2 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, any other person required to attend and all other Trustees, no later than five working days before the date of the meeting. Supporting papers shall be sent to committee members and to other attendees as appropriate, at the same time.

6 Minutes of meetings

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

6.2 Draft minutes of committee meetings shall be circulated promptly to all members of the committee. Once approved, minutes should be circulated to all other members of the Board unless in the opinion of the committee chair it would be inappropriate to do so.

7 Annual general meeting

The committee chair should attend the annual general meeting to answer any member questions on the committee's activities.

8 Duties

The committee shall:

8.1 regularly review the structure, size and composition (including the skills, knowledge, experience and diversity) of the Board and make recommendations to the Board with regard to any changes

8.2 give full consideration to succession planning for Trustees and other senior executives in the course of its work, taking into account the challenges and opportunities facing the organisation, and the skills and expertise needed on the Board in the future

8.3 be responsible for identifying and nominating for the approval of the Board, candidates to fill Board vacancies as and when they arise

8.4 before any appointment is made by the Board, evaluate the balance of skills, knowledge, experience and diversity on the Board, 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 committee shall

8.4.1 use open advertising or the services of external advisers to facilitate the search

8.4.2 consider candidates from a wide range of backgrounds

8.4.3 consider candidates on merit and against objective criteria and with due regard for the benefits of diversity on the Board, including gender, taking care that appointees have enough time available to devote to the position

8.5 for the appointment of a chair, the committee should prepare a role specification, including the time commitment expected. A proposed chair's other significant commitments should be disclosed to the Board before appointment and any changes to the chair's commitments should be reported to the Board as they arise.

8.6 ensure that on appointment to the Board, Trustees receive 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

8.7 review the results of the Board performance evaluation process that relate to the composition of the Board

9 Reporting responsibilities

9.1 the committee chair shall report to the Board on its proceedings after each meeting on all matters within its duties and responsibilities

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

10 Other matters

The committee shall:

10.1 have access to sufficient resources in order to carry out its duties, including access to the company secretariat for assistance as required

10.2 give due consideration to laws and regulations

10.3 arrange for periodic reviews of its own performance and, at least annually, review its terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

11 Authority

The committee is authorised by the Board to obtain, at the company's expense, outside legal or other professional advice on any matters within its terms of reference.