

Appendix 4: Nomination Committee Terms of Reference

Role

1. The Nominations Committee is established to advise the Board on fair, inclusive and transparent approaches to recruitment to the Board and senior executive roles and to oversee on behalf of the Board some aspects of the recruitment process. Specifically, the Committee will:
 - a) advise the Board on succession planning, including the range of experience on both the Board and the Senior Leadership Team (SLT);
 - b) ensure inclusivity and equality in the BSB's approach to filling senior appointments;
 - c) oversee, where relevant, the appointment of recruitment agencies in support of Board and SLT appointments;
 - d) advise on the composition of selection panels to undertake appointments.

Membership

2. The Committee shall comprise between four and seven Board members, which should include both lay persons and practising barristers. There must be a lay majority.
3. A member of the Bar Council or any of its representative committees may not be a member of the Committee.
4. A member of the Committee may not be appointed as a member of the Advisory Pool of Experts.
5. Appointments of Board Members to the Committee are made by the Board on the recommendation of the Nomination Committee and shall usually be coterminous with membership of the Board.
6. The Board shall appoint the Committee Chair, who is usually the Chair of the Board. The Chair of the Board shall not chair the Committee or take part in any discussion or decision relating to succession planning for the Chair of the Board or to any appointment or reappointment to that office.
7. In the absence of the Committee Chair or where the Committee Chair has declared an interest for a specific item, the remaining members present shall elect one of themselves to chair the meeting or item.
8. A Committee member shall not take part in any discussion relating to their term of office, including reappointment.
9. All Board and Committee members must complete BSB equality and diversity training within three months of taking up an appointment with the BSB.
10. A person shall cease to be a Committee member if:
 - a. the period for which they were appointed expires (and their appointment is not renewed);
 - b. they resign their membership by notice in writing;
 - c. they were appointed as a lay person and cease to be a lay person;

- d. they were appointed as a practising barrister and cease to be a practising barrister or become a member of the Bar Council or one of its representative committees;
- e. they fail to attend meetings with sufficient frequency and regularity to be able to discharge their duties and the Committee or Board resolves that they should cease to be a member; or
- f. the Board resolves that they are unfit to remain a Committee member (whether by reason of misconduct or otherwise).

Secretary

- 11. The Head of Governance and Corporate Services, or their nominee, shall act as the secretary to the Committee and will ensure that the Committee receives information and papers in a timely manner to enable full and proper consideration to be given to issues.

Attendees

- 12. Only members of the Committee have the right to attend Committee meetings. However, other individuals such as the Director General, senior management and external advisers may be invited to attend for all or part of any meeting, as and when appropriate.
- 13. Board Members have the right to receive papers and to attend meetings of the Committee.

Quorum

- 14. The quorum for meetings of the Committee is three members.

Frequency

- 15. The Committee shall usually meet twice a year but only as required.

Notice of meetings

- 16. Meetings of the Committee shall be called by the secretary of the Committee at the request of the Committee Chair or any of its members.
- 17. 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 any other person required to attend at least four 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. With the consent of the Committee Chair, shorter notice may be given.

Minutes of meetings

- 18. The secretary shall minute the proceedings and decisions of all Committee meetings, including recording the names of those present and in attendance.
- 19. Draft minutes of Committee meetings shall be circulated to all members of the Committee. Once approved, minutes should be circulated to all other Board Members and the Director General unless, exceptionally, it would be inappropriate to do so.

Written resolutions

20. The Committee may pass a resolution in writing provided that the written resolution has the consent of at least two-thirds of members of the Committee who would have been eligible to vote on the matter at a meeting. Consent may be given in any written form, including electronically, for example by email. The resolution must then be ratified at the next Committee meeting and minuted as such.

Responsibilities

21. Paying due regard to all relevant statutory, regulatory and best practice requirements, the Committee will carry out the duties below for the BSB.

To make recommendations to the Board in the following:

- a) Regularly review the structure, size, diversity and composition (including the skills, knowledge, experience and diversity) of the Board and make recommendations to the Board with regard to any changes;
- b) Keep under review the leadership needs of the organisation, both executive and non-executive, with a view to ensuring the continued ability of the BSB to independently discharge its regulatory functions in the public interest;
- c) Review the results of the Board evaluation process that relate to the composition of the Board and succession planning;
- d) Recommend appointment of members to Appointments Panels for each recruitment as and when required;

To take decisions with the delegated authority of the Board in the following:

- e) Oversee the appointment of any external recruitment agency to support appointments to the Board and SMT, and with regard to an agencies approach to achieving inclusivity and equality;
- f) Ensure plans are in place for orderly succession to Board and senior management positions, taking into account the challenges and opportunities facing the BSB, and the skills and expertise needed on the Board in the future; and
- g) Before an Appointments Panel is convened for selecting and recommending Board Members to the Board, evaluate the balance of skills, knowledge, experience and diversity on the Board, and in the light of this evaluation, endorse a description of the role and capabilities required for a particular appointment and the time commitment expected. In identifying suitable candidates, the Committee shall instruct the Appointments Panel to:
 - Use open advertising or the services of external advisers to facilitate the search, as applicable;
 - Consider candidates from a wide range of backgrounds; and
 - Consider candidates on merit against objective criteria, having due regard to the benefits of diversity on the Board and taking care that appointees have enough time available to devote to the position.

The Committee shall also make recommendations to the Board concerning:

- h) The reappointment of Board Members for a second or further term, where the Member has performed to the standard to be expected of the office held and it is in the interest of the BSB to renew the appointment; and

- i) Appointments of Board Members to the Governance, Risk and Audit Committee, the Nomination Committee, the Performance and Strategic Planning Committee and the Remuneration Committee, in consultation with the Chairs of those Committees

Reporting responsibilities

- 22. The Committee Chair shall report to the Board on its proceedings at least annually on all matters within its duties and responsibilities, but more often if required.
- 23. The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

Other matters

- 24. The Committee shall:
 - a) ensure the periodic evaluation of the Committee's own performance is carried out;
 - b) have access to sufficient resources in order to carry out its duties;
 - c) oversee any investigation of activities which are within its terms of reference; and
 - d) at least annually, review these terms of reference to ensure it is operating effectively and to recommend any changes it considers necessary to the Board for approval.
- 25. To facilitate the Committee's discharge of its responsibilities in relation to particular items of business, if necessary, procure specialist ad-hoc advice at the expense of the BSB.

**Reviewed:
23 May 2024**