

Governing Board Sub-Committee

Terms of Reference

Cochrane’s Articles of Association provide the Governing Board with the power to appoint Board Sub-Committees, and to delegate to these Sub-Committees authority to undertake its duties or functions as required. People who are not Members of the Governing Board may be invited to participate accordance with the role and remit of the relevant Sub-Committee (Articles of Association Clause 19.6).

Committee	NOMINATING COMMITTEE	
Purpose	The Nominating Committee is responsible for recruiting candidates for appointment to the Board who meet the skills and representation criteria set out by the Board at any given point.	
Membership	<ul style="list-style-type: none"> • Catherine Marshall (Chair) • Sally Green • Xavier Bonfill • Lucie Binder, Head of Governance and Strategy (non-voting) 	<ul style="list-style-type: none"> • Appointed September 2017 • Appointed February 2019 • Appointed February 2019
Remit	<p>The remit of the Nominating Committee is to:</p> <ul style="list-style-type: none"> • Help to identify potential candidates for current or upcoming vacancies (appointed members) in collaboration with the Governance Committee and Human Resources team; • Screen and interview candidates for appointment to the Board; • Recommend them to the Board as official nominees. 	
Quorum	Quorum will be a minimum of two members.	
Meetings	<ul style="list-style-type: none"> • The Committee meet when a vacancy arises. • Members will be expected to make a contribution to meetings in order to ensure the best decisions can be made, and to allow the Committee to fulfil its role and responsibilities. • Members will be expected to provide pertinent and professional challenge where appropriate, albeit demonstrating clear respect for colleagues and their views. • Members will be expected to maintain confidentiality in respect of all discussed issues where this is so required. • All decisions will be voted on by a simple majority of those present. In the case of equality, the Chair will have a casting vote. 	

Membership, Reporting and Assurance Arrangements	<ul style="list-style-type: none"> • All members of the Committee are appointed by the Board. • The Committee shall consist of not less than one Trustee appointed by the Board in addition to the Chair. • The Chair will normally be the Chair of the Board. • The Committee may co-opt ex-officio members who in the opinion of the Committee will bring additional relevant skills to the Sub-Committee, but appointed members shall always form the majority. • The Sub-Committee, through its Chair, will seek a steer on any matters that require the decision of the Governing Board and/or their attention. • The Chair will conduct an informal review of the effectiveness of the Committee on an annual basis with the support of the Sub-Committee's Secretary. This will include a review of the membership and any proposed changes will be recommended to the Governing Board. • An action log will be maintained that will identify individuals and appropriate timelines for specific tasks, progress against which will be actively monitored at subsequent meetings (covered by the Minutes).
Secretary	Lucie Binder, Head of Governance and Strategy and Company Secretary.
Review	These Terms of Reference will be reviewed annually. Any changes that are considered necessary will be recommended to the Governing Board for approval.
First prepared	February 2020
Last updated	May 2020
Governing Board approved	October 2020