

Governing Board Committee

Terms of Reference

Cochrane’s Articles of Association provide the Governing Board with the power to appoint Board Committees (Sub-Committee), and to delegate to these Committees authority to undertake its duties or functions as required. Non-members of the Governing Board may be invited to participate accordance with the role and remit of the relevant Committee.

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"> • Sally Green (Chair), appointed February 2019 • Yuan Chi, appointed January 2022 • Tamara Kredo, appointed January 2022 • Catherine Marshall (Board Co-Chair), appointed September 2017 <p><i>Non-voting:</i></p> <ul style="list-style-type: none"> • Head of Governance • Director of Development
Remit	<p>The remit of the Nominating Committee is to:</p> <ul style="list-style-type: none"> • Identify required skillsets and source potential candidates for upcoming appointed member vacancies in collaboration with the Governance Committee and Human Resources team. • Source advisors who bring specific skillsets that the Board requires to provide advice on an ad-hoc or time-limited basis as non-voting members. They may be paid or unpaid. They are distinguished from consultants appointed by the Executive Leadership Team for operational purposes, whose appointments are not the responsibility of this Committee. • Screen and interview candidates for appointment or co-opting to the Board; and then decide whether to recommend them to the Board.
Quorum	Quorum will be a minimum of two members.
Meetings	<ul style="list-style-type: none"> • The Committee will meet from when a vacancy is upcoming until the point of appointment by the Board. • 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.

	<ul style="list-style-type: none"> 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 Committee may co-opt members who in the opinion of the Committee will bring additional relevant skills to the Committee, but Trustees shall always form the majority. The Committee will make recommendations for full Board approval.
Secretary	<ul style="list-style-type: none"> The Head of Governance will ensure that secretariat services are provided to the Committee, including the taking of minutes, record of attendance and distribution of papers. Approved minutes will be issued by the Secretary, normally within 10 working days of the meeting and will list the topics discussed, actions agreed, and all individuals responsible for undertaking these actions. These minutes will be taken to the Committee for approval, and if requested, made available to the full Governing Board.
Review	These Terms of Reference will be reviewed annually and any changes approved by the Board.
First prepared	February 2020
Last updated	March 2022
Governing Board approved	1 July 2022