

ROTARY GREAT BRITAIN AND IRELAND

**NOMINATING COMMITTEE & APPOINTMENTS
PANEL**

TERMS OF REFERENCE AND PROCEDURES

September 2021

DOCUMENT CONTROL

Title:	Nominating Committee & Appointments Panel: Terms of Reference and procedures
Purpose of this document	<ul style="list-style-type: none"> • Set out purpose, membership • Set out the procedure for election to the Committee/Panel • Set out our expectations about ways of working
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GLOSSARY

Term	Definition/Use in text
Appointment	The process by which General Board Members join the board. This is in contrast to election or nomination.
Appointments Panel	The panel of Rotarians that appoints General Board Members to the governing body of Rotary International GB&I. This is usually expected to be the Nominating Committee.
Board	The governing body of Rotary International in Great Britain and Ireland, referred to as the Board of Directors in the bylaws. Formerly known as the General Council of the Association.
Board members	The group of people who jointly are vested with the governance of Rotary International GB&I, accountable to the membership. In charities, this group would be referred to as trustees; in companies, they would be referred to as directors.
Chair	The person who presides over the Board, holding the casting vote. Formerly referred to as the President.
District Governor (DG)	The governor of a Rotary district
Nominating Committee	A committee of elected Rotarians that nominates the Chair-Nominee and Treasurer to the board of Rotary International GB&I. The Nominating Committee is also expected to serve as the Appointments Panel for General Board Members.
Nomination	The process by which the Chair and Honorary Treasurer are recommended to the clubs to serve on the board. Following the nomination, candidates are then elected by the clubs.
The Committee	Nominating Committee for Chair-Nominee and Honorary Treasurer
Rotary International GB&I	Rotary International in Great Britain and Ireland
Rotary Year	A period of twelve months commencing on 1 July

1. Terms of Reference

Purpose

The first purpose of the Nominating Committee for Chair and Honorary Treasurer (hereafter 'the Committee') is to select and nominate a candidate for election to each of the roles of Chair and Honorary Treasurer of Rotary International GB&I.

The second purpose of the Nominating Committee is to act as the Appointments Panel for Rotary International GB&I. When meeting as the Appointments Panel, the purpose of the Committee is to select and appoint general board members to the board of Rotary International GB&I.

Authority

In accordance with Bylaw 3, Clause 5 and 6, the Committee is established to perform the duties set out in relation to the nomination of Chair and Honorary Treasurer, below.

In accordance with Bylaw 3, Clause 7, the Committee is established to perform the duties of the Appointments Panel. This is set out in relation to the appointment of general board members, below.

The Committee's procedures, including procedures for the election of its members, are approved by the governing body.

Reporting

The Committee reports the outcome of the nomination and appointments processes in writing, via the General Secretary, to the clubs.

Term of office

A new Committee is formed each year. Members make annual appointments and fill any casual vacancies until a new Panel is appointed. Members can serve on up to three consecutive nominating committees, after which a break of one year is required.

Chair

The Nominating Committee appoints its own Chair. This should take place before the meeting of the Committee.

2. Duties

Nomination of Chair/Honorary Treasurer

The primary duty of the Committee is to consider the proposed candidates for the role(s) under consideration. If the Committee identifies a favoured candidate for the position under consideration, the Committee then communicates their nominee, via the General Secretary, to the clubs.

Clubs have 28 days to propose an alternative to the nominee, a challenging candidate. In the absence of a challenge, the nominee is elected. In the event of a challenge, the General Secretary must arrange a ballot – at this point, the Nominating Committee no longer plays a role.

Appointment of General board members

When the Committee meets in its role as the Appointments Panel, the primary duty of the Committee is to consider the proposed candidates for the general board member role(s) under consideration. If the Committee identifies a suitably qualified candidate for the position under consideration, it then appoints the candidate to the role of general board member. The Committee's decisions are final. The Committee then communicates any appointment(s), via the General Secretary, to the clubs.

3. Membership of the Committee

Composition

The Nominating Committee consists of seven members, elected from two groups of candidates:

- Two serving District Governors
- Five district council nominees

In addition, the General Secretary attends the Committee.

When the Committee is charged with nominating an Honorary Treasurer, in the absence of relevant financial expertise amongst the members the Committee should consider the attendance of an expert advisor.

At least three of the five district council members should be past officers of Rotary International. Where district council nominees are not past officers, they need to have served a minimum of two full terms on a District Executive Committee.

Quorum

The minimum number of members that the Committee can operate with for a meeting to be quorate is five.

4. Election of Committee members

All nominees: eligibility

The following are not eligible for election to the Nominating Committee:

- candidates for Chair or Honorary Treasurer or general board member
- current Rotary International GB&I board members
- the current or incoming RI director
- the current District Governor is not eligible as a District Council nominee

District Council nominees: eligibility

Each District Council can nominate one member. Nominees can either be:

- a past officer of Rotary International, including past members of the Rotary GB&I Governing Council
- a non-past officer of Rotary International. Nominees who have not served as an officer need to have served a minimum of two full terms on a District Executive Committee.

Election procedures

District Governors are responsible for electing committee members from the nominations they receive for each of the two groups of candidates. All eligible candidates are judged against a published role description, person specification and competencies. In electing members of the Nominating Committee, District Governors also should ensure that the Committee membership reflects the diverse nature of the Rotary International GB&I membership.

Members are elected using the single transferable vote method. The election procedure is:

- Nominations received by the General Secretary
- Eligibility checks for nominees are undertaken
- Candidate details are circulated
- District Governors vote for candidates
- Candidates informed

If an elected member is unable to attend a meeting of the Committee, a replacement member will be selected. The replacement member is the next-highest ranked candidate in the group from whom they were elected. For the district council nominated group, the selection of a replacement requires compliance with the bylaw regarding past officers.

5. Secretariat

The Committee is convened by the General Secretary, who will also attend the meeting.

Papers/agenda

The General Secretary is responsible for circulating papers for the meetings. Agenda and papers will be distributed to all members at least five working days before the meeting.

Attendance

Members are expected to attend the Committee meeting in person unless agreed by the Committee Chair.

6. Nominating Committee meeting procedures

Overview

The purpose of the Nominating Committee is to select and nominate a candidate for election to the role of Chair and/or Honorary Treasurer of Rotary International GB&I. When acting as the Appointments Panel, it is the role of the Committee to select and appoint candidates to the position of general board member. It is the role and responsibility of the Committee to ensure candidates meet the person specification before they are nominated for election or appointed to the board.

It is critical for the legitimacy of candidates nominated for election or appointed to the board that the Committee and its ways of working are fair and transparent. It is equally important that our practices comply with our Equality and Diversity policy.

These procedures seek to ensure that the best candidates are nominated for election or appointed to the board; and that candidates' experience of the nomination or appointment process is congruent with Rotary values of integrity, diversity, service, leadership and fellowship; and that we are compliant with our responsibilities under the Equality Act 2010.

The process involves all nominees presenting their demonstrable knowledge, skills and experience against a standard application template for any post. A detailed role and person specification is provided for each position to assist in this process. Selection is based upon information drawn from the written nomination, application form and interview.

Before the Nominating meeting: Committee procedures

Clubs have until 15th July to submit nominations for Chair and Honorary Treasurer. This is also the closing date for nominations for Committee members. For the appointment of general board members, the deadline for nominations is 15th July.

Following the closing date:

- General Secretary/RSC undertake eligibility check of nominees
- All eligible are taken forward for interview – there is no long-listing
- The committee will be convened by the General Secretary as soon as practicable
- When acting as the appointments panel, if specialist external advisor(s) are required, these are recruited
- Committee members undertake inclusive recruitment/interview training
- Candidates are informed of the interview process (presentation/interview) and asked about reasonable adjustments
- Interview questions are drafted, including questions on values

Before the Nominating meeting: candidate requirements

- Candidates submit an application form
- Candidates confirm that they can attend the Committee for interview (see appendix re non-attendance)
- Candidates prepare a presentation for the Committee

Nominating Committee: pre-meet

Members meet before the formal meeting of the committee to cover the following:

- Members confirm they have received meeting papers and that they can attend
- Committee members elect one of their number as chair
- Members confirm that they understand the Committee ToRs and their duties
- Members discuss the role description and ensure that they have a common understanding of the role and the person specification
- Members confirm they have read the application forms and interview questions and raise any questions of clarification (but do not discuss candidates)
- Information is shared about reasonable adjustments that candidates have requested.

At the Nominating Committee

Interviews

- **For Chair/Honorary Treasurer roles:** candidates are asked to present their vision for Rotary International GB&I and how they would help the organisation deliver its purpose and strategy. Visual aids or handouts are not permitted. The presentation is video recorded. The presentation should be for no more than three minutes and is timed by the Committee
- **For general board members:** candidates each present their vision for the Rotary GB&I Board and how their skills, knowledge and experience can contribute to the achievement of that vision. Visual aids or handouts are not permitted. The presentation is video recorded. The presentation should be for no more than three minutes and is timed by the Committee
- The Committee then interviews candidates to explore how the candidate meets the specification. The same questions are asked of every candidate

Decision making

The Committee is responsible for reaching a decision on nomination or appointment.

- Committee members are asked to score each candidate after each interview.
- They should score alone and not in consultation with other members.
- Scores should be based only on evidence from the presentation, interview and the written statement.
- Members should record objective comments to support their scores. Members should note that candidates can ask to see all notes.
- In relation to general board members, the Committee's decisions are final

The committee chair is responsible for:

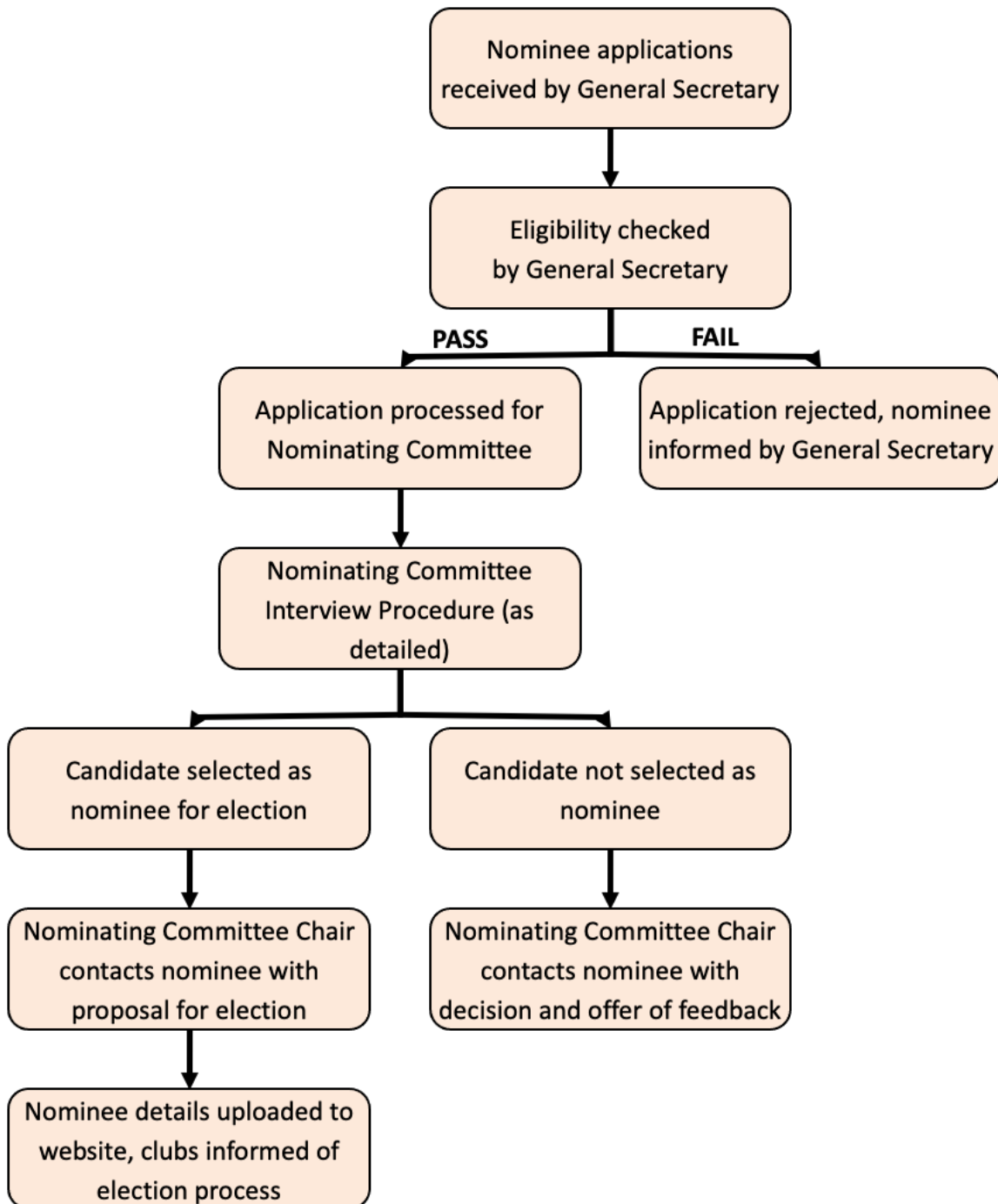
- Leading discussion and reaching consensus on the preferred nominee for election (or the decision not to nominate)
- Noting the main points from the decision making as the basis for feeding back

Post-Nominating Committee

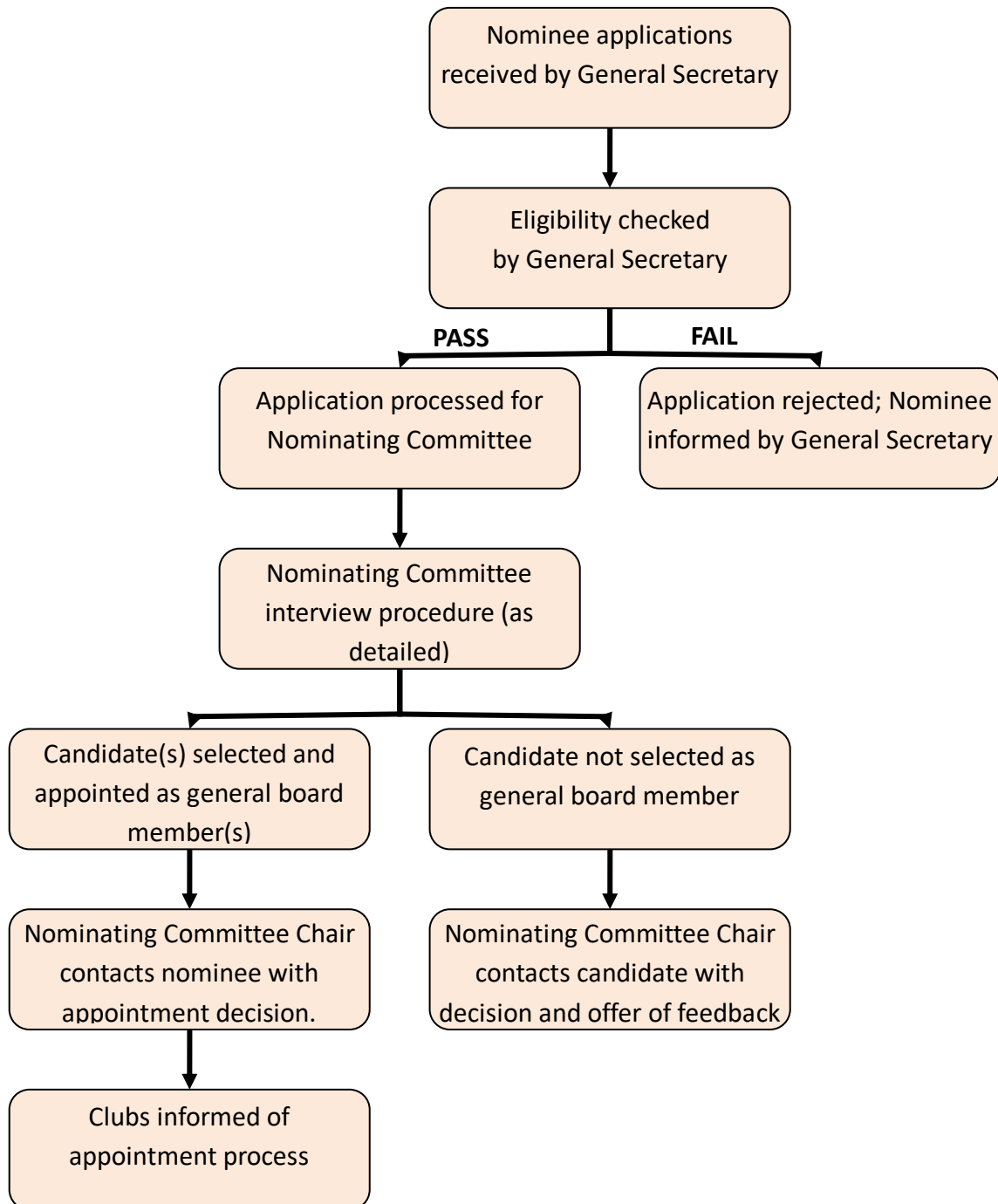
The committee chair is responsible for informing candidates of the Committee's decisions and feeding back to candidates.

The General Secretary is responsible for collating feedback and scores as entered onto interview record forms. Finally, the General Secretary is responsible for writing to clubs to inform them of the Committee's nomination(s) and appointments to the board.

Appendix 1: Chair/Honorary Treasurer nomination process



Appendix 2: General board members appointment process



Appendix 3: Non-Attendance at the Nominating Committee interview

There may be exceptional circumstances that prevent a nominee for Chair or Honorary Treasurer from attending a Nominating Committee interview and presentation. The following guidance aims to help the Committee to determine an appropriate course of action.

Nominees will only be excused from interview and presentation in exceptional circumstances. These may include:

- Family bereavement or significant family/close relative illness
- Personal/close family illness/hospitalisation
- Accident or emergency
- Delayed by circumstances beyond the nominee's control in planning attendance, such as severe disruption to transport services
- Any other event agreed by the Committee as being exceptional circumstances that the nominee could not have anticipated

Nominating Committee dates are circulated well in advance - please see the published timetable. As such, non-attendance due to holiday or work commitments are not considered to be exceptional circumstances.