



## Nominations Committee

### Guidance and model Terms of Reference

#### Part I: Guidance

##### 1. The statutory role and functions of the Nominations Committee

Section 5(1)(h) of the Cathedrals Measure 2021 (the “**2021 Measure**”) requires Chapters to include in their Constitutions provision for the establishment of a Nominations Committee. Section 15 of the 2021 Measure<sup>1</sup> sets out a number of legal requirements for the composition and membership of the Nominations Committee, as well as setting out its statutory functions.

Sections 15(5) and (6) of the 2021 Measure set out the functions of the Nominations Committee, which are to:

- (a) advise the Chapter on the recruitment of non-executive members of Chapter;
- (b) advise the Chapter on the recruitment of members of Chapter Committees;
- (c) advise the Chapter on the training needs of members of Chapter; and
- (d) keep under review the skills, knowledge and experience of, as well as the diversity among, members of the Chapter and to recommend improvements to the Chapter where they are identified as necessary.

##### 2. Advising the Chapter on diversity

The Cathedrals Working Group Report noted there is much evidence to demonstrate that diversity on boards leads to more effective governance. It recommended<sup>2</sup> that Chapters should strive to appoint appropriately qualified non-executive members who reflect the diversity of their local Christian community. This recommendation was reflected in the 2021 Measure<sup>3</sup> as set out above.

Reviewing the diversity of the membership of the Chapter, and recommending how the Chapter can address any lack of diversity identified when it appoints new members, is a key aspect of the Nominations Committee’s role. Whilst diversity encompasses age, disability, gender, race and sexual orientation, it can also include other elements, such as socio-economic background. The Nominations Committee may find it useful to consider the guidance at Principle 6 of the Charity Governance Code<sup>4</sup>, “*Equality, Diversity and Inclusion*”, when considering the diversity of Chapter members and the members of Chapter committees.

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<sup>1</sup> Sections 5(1)(h) and 15 are set out in the Appendix to this guidance for your ease of reference.

<sup>2</sup> Governance: Paragraph 87, Composition of Chapter: bullet point 5

<sup>3</sup> Sections 15(5) and (6)

<sup>4</sup> [6. Equality, diversity and inclusion — Charity Governance Code](#) NOTE: The AEC Governance Code, adapted from the Charity Governance Code, may also be helpful to Nominations Committees.

The Archbishops' Anti-Racism Taskforce report, *From Lament to Action*<sup>5</sup>, recommended that Chapters should use their power to appoint non-executive Chapter members to actively recruit at least one UKME/GMH<sup>6</sup> member of the Chapter. Therefore, before the Nominations Committee puts together a slate of potential candidates to recommend to the Chapter for appointment as a non-executive Chapter member, it should first consider whether the Chapter's composition reflects the Taskforce's recommendation. Where it does not, the Nominations Committee should draw this to the Chapter's attention and, where reasonably possible, provide a selection of appropriately qualified candidates which facilitate the Chapter to make an appointment so that the Chapter reflects the Taskforce's recommendation.

### 3. Other important considerations

#### (A) Safer Recruitment

The Nominations Committee must comply with all and any requirements in the House of Bishops' safeguarding guidance *Safer Recruitment and People Management*<sup>7</sup> and should seek advice and support as appropriate from the relevant staff in the cathedral.

#### (B) Non-executive Chapter members and charity law requirements

All Chapter members are charity trustees and so any potential candidates recommended to the Chapter for appointment as non-Executive Chapter members, or approved to stand for election as such, must:

- (a) be eligible to serve as charity trustees (i.e. are not disqualified under charity law)<sup>8</sup>; and
- (b) be regarded by HMRC as 'Fit and Proper Persons'.

This can be done by asking all candidates for non-executive Chapter membership to confirm that, if appointed or elected, they will be able to sign a Trustee eligibility and Fit and Proper Persons Declaration. An example of a suitable trustee eligibility declaration and a Fit and Proper Persons declaration can be found on the Parish Resources website<sup>9</sup>.

All Chapter members, whether executive or non-executive, should be required to sign such declarations.

### 4. Setting Terms of Reference for the Nominations Committee

Section 15(7) of the 2021 Measure requires the Statutes of each cathedral to make provision as to the composition, functions and proceedings of the Nominations Committee which reflect the requirements in the 2021 Measure. The relevant provisions in the template Statutes reflect these requirements.

Section 15(8) of the 2021 Measure allows the Chapter to set terms of reference for the Nominations Committee which supplement the provisions in the cathedral's Constitution and Statutes. This means that any terms of reference must reflect the requirements for the

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<sup>5</sup> [FromLamentToAction-report.pdf \(churchofengland.org\)](#) (Recommendation 14: Participation).

<sup>6</sup> United Kingdom Minority Ethnic/Global Majority Heritage

<sup>7</sup> [Safer Recruitment and People Management Guidance | The Church of England](#)

<sup>8</sup> Charity Commission Guidance (CC30) - [Finding new trustees - GOV.UK \(www.gov.uk\)](#) and [Automatic disqualification guidance for charities - GOV.UK \(www.gov.uk\)](#)

<sup>9</sup> [Trusteeship - Parish Resources](#)

Nominations Committee set out in the 2021 Measure and in that cathedral's Constitution and Statutes.

The model Terms of Reference in section 3 of this guidance should be amended by each Chapter to reflect their local circumstances and requirements, provided that such changes are permitted by the 2021 Measure and the cathedral's Constitution and Statutes.

Where the Terms of Reference have [ ] it indicates that it is a decision that will need to be tailored by the Chapter, often to reflect the requirements in the cathedral's Statutes.

## Part 2: Model Terms of Reference

### **(A) Duties and Responsibilities**

1. The Chapter members, as the charity trustees, are collectively responsible for ensuring that the Chapter, and any committees set up by the Chapter, have an appropriate balance of skills, knowledge and experience.
2. The Chapter is required<sup>10</sup> to set up a Nominations Committee (the “**Committee**”) and the Committee must undertake the following statutory functions<sup>11</sup>:
  - (a) to advise the Chapter on the recruitment of non-executive members of Chapter;
  - (b) to advise the Chapter on the recruitment of members of Chapter Committees;
  - (c) to advise the Chapter on the training needs of members of Chapter; and
  - (d) to keep under review the skills, knowledge and experience of, as well as the diversity among, members of the Chapter and to recommend improvements to the Chapter where they are identified as necessary.
3. In addition, the Nominations Committee must<sup>12</sup>:
  - (a) [advise the Chapter on the procedure for the selection and approval of candidates for election as non-executive members<sup>13</sup>];
  - (b) [advise the Chapter on the recruitment of members of an advisory body<sup>14</sup>];
  - (c) [liaise and co-operate with each other committee and each sub-committee of the Chapter<sup>15</sup>; and
  - (d) [recommend to the Bishop candidates for the role of senior non-executive member<sup>16</sup>.]

### **(B) Membership**

1. The Committee must have a minimum of [ ]<sup>17</sup> members [and a maximum of [ ] members<sup>18</sup>].

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<sup>10</sup> S.5(1)(h) Cathedrals Measure 2021

<sup>11</sup> S.15(5) and (6) Cathedrals Measure 2021

<sup>12</sup> Amend to reflect provisions in Statutes.

<sup>13</sup> Only include if included in your Statutes.

<sup>14</sup> Only include if included in your Statutes.

<sup>15</sup> Only include if included in your Statutes.

<sup>16</sup> Only include if included in your Statutes.

<sup>17</sup> Amend to reflect provisions in the cathedral's Statutes.

<sup>18</sup> Amend to reflect provisions in the cathedral's Statutes.

2. The Chapter shall appoint all members of the Committee and may include up to [ ]<sup>19</sup> members of the Committee who are not Chapter members.
3. The chair of the Committee need not be a member of Chapter but, if a Chapter member, he or she must be a non-executive member of Chapter.
4. At least one member of the Committee must be a non-executive member of Chapter and that person may also act as Chair.
5. Each Committee member is appointed for a term of office of up to [ <sup>20</sup>] years.
6. A member of the Committee may be reappointed, provided that any member who has served more than [ <sup>21</sup>] consecutive terms is not eligible for appointment as a member until at least [ <sup>22</sup>] has passed since the member last held the office.

**(C) Quorum**

A duly convened meeting of the Committee at which a quorum of [ <sup>23</sup>] members [at least one of whom must be a non-executive member of Chapter]<sup>24</sup> is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

**(D) Frequency of Meetings**

1. It is for either of the chief officers, at the request of the chair of the Nominations Committee, to convene a meeting of the Committee.
2. The Committee must meet at least [ ]<sup>25</sup> a year.

**(E) Attendance at meetings<sup>26</sup>**

1. The Committee may invite any chief officer or member of the Chapter who is not a member of the Committee to attend the whole or part of a meeting and such a chief officer or member of Chapter may speak but cannot vote.
2. The Committee may invite any other person to attend the whole or part of a meeting and such person may speak only at the discretion of the Chair and cannot vote.
3. All meetings will be chaired by the Chair of the Committee. In the absence of the Chair, the remaining members present shall elect one of their number to chair the meeting.
4. The members of the Committee may ask any or all of those who normally attend meetings of the Committee but who are not members of the Committee to withdraw from the discussion of particular matters to facilitate open and frank discussion.
5. The Articles of the Constitution on remote participation apply to meetings of the Committee as they apply to a meeting of the Chapter.
6. [The Committee is to be treated as taking a majority decision on a matter if, once a proposal in electronic form has been sent to all the members of the Committee, at or

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<sup>19</sup> Amend to reflect provisions in the cathedral's Statutes.

<sup>20</sup> Amend to reflect provisions in the cathedral's Statutes.

<sup>21</sup> Amend to reflect provisions in the cathedral's Statutes.

<sup>22</sup> Amend to reflect provisions in the cathedral's Statutes.

<sup>23</sup> Amend to reflect provisions in the cathedral's Statutes.

<sup>24</sup> Include if included in the cathedral's Statutes.

<sup>25</sup> Amend to reflect provisions in the cathedral's Statutes.

<sup>26</sup> Amend to reflect provisions in the cathedral's Statutes.

as near as reasonably practicable to the same time, a majority of the members indicate to each other by electronic means that they agree to the specified proposal.

7. A decision taken in the way described in paragraph (6) must be duly reported and minuted at the next meeting of the Committee.]<sup>27</sup>

#### **(F) Notice of meetings<sup>28</sup>**

1. Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of the items to be discussed and any relevant papers should be sent to Committee members [and those invited], no later than [ ] working days before the date of the meeting.
2. If, at the invitation of the Committee, the [chief officers] or any member of Chapter who is not a member of the Committee are invited to attend the whole or part of the Committee meeting, notice of the meeting must be given to the person as soon as reasonably practicable before the meeting.
3. If it is not reasonably practicable for the relevant papers for a meeting of the Committee to accompany the notice of the meeting, the papers must be given to each person who received the notice of the meeting as soon as it is reasonably practicable.

#### **(G) Minutes of meetings**

The [ <sup>29</sup> ] shall act as secretary to the Committee and ensure that a record of the proceedings and decisions of each meeting is made, including the names of those present and in attendance and any declarations of conflicts of interest or loyalty, in accordance with the Chapter's conflicts of interest policy.

#### **(H) Reporting responsibilities**

1. A draft of the minutes of each meeting must be circulated promptly to each member of the Committee for approval.
2. Once the minutes of a meeting are approved, the minutes must be sent to every member of Chapter and may be sent to other persons as the Committee thinks appropriate.
3. At the Chapter meeting following the Committee's meeting, the Chapter must consider any material matters arising from the minutes of the Committee's meeting.

#### **(I) Periodic review**

The Chapter shall review these Terms of Reference every [3] years.

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<sup>27</sup> Include if appropriate for your cathedral and is not prohibited by the provisions in the cathedral's Statutes.

<sup>28</sup> Amend to reflect provisions in the cathedral's Statutes.

<sup>29</sup> Insert role title

## APPENDIX

### Extracts from the Cathedrals Measure 2021

#### **5. Constitution: general provision**

- (1) The constitution must—
  - (h) provide for the establishment of a committee known as “the Nominations Committee” (see section 15);

#### **15. Nominations Committee**

- (1) It is for the Chapter to appoint the members of the Nominations Committee (the establishment of which is provided for in the constitution by virtue of section 5(1)(h)).
- (2) The chair of the Committee need not be a member of the Chapter but, if he or she is a member of the Chapter, must not be an executive member.
- (3) At least one member of the Committee must be a non-executive member of the Chapter (and that may be the person who is the chair of the Committee).
- (4) The membership of the Committee may include persons who are not members of the Chapter.
- (5) The Committee has the function of advising the Chapter on—
  - (a) the recruitment of non-executive members,
  - (b) the recruitment of members of committees of the Chapter, and
  - (c) the training needs of members of the Chapter.
- (6) The Committee also has the function of—
  - (a) keeping under review the skills, knowledge and experience of, and the diversity among, members of the Chapter, and
  - (b) where, in light of a review under paragraph (a), the Committee identifies areas where improvements are required, making recommendations to the Chapter on how to make those improvements.
- (7) Subject to the preceding provisions of this section, the statutes must make provision as to the composition, functions and proceedings of the Committee.
- (8) The Chapter may set terms of reference for the Committee; and the terms of reference may include provision which supplements the provision made by the constitution or statutes.