

The Ethical Investment Advisory Group Nominations Committee

("the EIAG Nominations Committee")

Terms of Reference

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| Name | 1 | The Ethical Investment Advisory Group Nominations Committee ("The Nominations Committee") |
| Type | 2 | The Nominations Committee makes appointments to the Ethical Investment Advisory Group (EIAG), in accordance with the Terms of Reference of the EIAG. It is convened and funded by the Church Commissioners, the Pensions Board and the CBFFT. These three convening bodies are collectively referred to in this document as the "NIBs". |
| Purpose | 3 | The Nominations Committee's purpose is to establish and lead a formal, rigorous, and transparent procedure for the appointment of a Chair and non-NIB representatives to the Ethical Investment Advisory Group (EIAG), in accordance with its Terms of Reference. |
| | 4 | The Nominations Committee may also make recommendations to the EIAG on matters of committee governance (e.g. a Code of Conduct for Members), or for matters relating to the Terms of Reference, to the NIBs. |
| | 5 | The Nominations Committee may investigate alleged breaches of the Code of Conduct and take appropriate action, including, when necessary, the removal of a member of the EIAG. <ul style="list-style-type: none">a) When an allegation is made, two members of the Nominations Committee (usually the Chair and Vice Chair, or other member as appropriate) will review and consider the reasonableness of the claim before investigating further.b) The Nominations Committee will establish a transparent process in each case to investigate an alleged breach.c) This process will ensure that the member in question has the right to respond to the allegations.d) Where this relates to a NIB appointed member, this process will be conducted in consultation with the respective NIB representative on the Committee and the Chair or Chief Executive, as appropriate. |
| Authority | 6 | The Nominations Committee shall work to ensure that the number of appropriately qualified candidates exceeds the number of vacancies. To this end, it may consult with the wider Church, use advertisements, engagement of search agencies and other means as it deems appropriate. |
| | 7 | Expenditure incurred in the pursuance of the Nominations Committee's purposes shall be funded by the EIAG (and therefore ultimately by the NIBs). |

- Accountability**
- 8 The Nominations Committee shall report on its activities at meetings of the EIAG and in the EIAG's Annual Report, which is laid before General Synod.
- 9 The Nominations Committee shall report to the NIBs via the appropriate NIB representative and NIBs CEOs group in matters where an alleged breach of the Code of Conduct has been investigated and on all relevant matters.
- Membership**
- 10 The Nominations Committee shall comprise no more than ten but no fewer than seven members, including the Chair and Deputy Chair of the EIAG.
- 11 The Chair shall be the Chair of the EIAG, or the Deputy Chair of the EIAG. For the purposes of recruiting a new Chair of the EIAG, a subcommittee may be convened with its own Chair.
- 12 Each NIB shall be entitled to appoint one Member of the Nominations Committee.
- 13 The Archbishops' Council and the Appointments Committee of the Church of England shall each be entitled to appoint one Member of the EIAG's Nominations Committee. This Member may be, but need not be, a member of the Archbishops' Council or of the General Synod.
- 14 The Archbishops of Canterbury and York shall jointly be entitled to appoint one member of the EIAG's Nominations Committee.
- 15 The Missions and Public Affairs Council of the Archbishops Council shall be entitled to appoint one member of the Nominations Committee.
- 16 The Church Investors Group shall be invited to nominate one member of the Nominations Committee.
- Terms of Office**
- 17 Nominations Committee Members shall be appointed for a term of three years, and may be re-appointed for two further terms.
- 18 The Chair and Deputy Chair of the EIAG shall serve *ex-officio*.
- Candidates**
- 19 The Nominations Committee shall seek candidates with diverse backgrounds and experience and will endeavour to ensure diversity within the membership of the EIAG (for example, BAME, disability, social background, and gender). They will also be mindful of other attributes likely to influence the effectiveness of the EIAG, such as independence of thought.
- 20 In supporting the purpose of the EIAG, the following skills and experience are considered to be particularly important:
- recognised theological expertise (including moral theology)
 - recognised philosophical expertise (including ethics, applied philosophy)
 - experience and knowledge of the Church of England
 - senior experience in the field of investment and finance (e.g. a range of asset classes)
 - senior experience in a major business

- senior experience in missional activity, e.g. pastoral care, the Christian charitable/NGO sector, international development

Meetings	21	The Nominations Committee will decide on the frequency of its meetings, and may create sub-committees to conduct its business and make recommendations.
	22	A meeting of the Nominations Committee may be called by the Chair of the EIAG.
	23	The agenda for all meetings should be sent out not less than three working days prior to the date of the meeting.
	24	In cases where the Chair considers that business can be properly conducted by correspondence. The Chair may instruct the Secretariat to circulate written proposals for approval. Unless any objection to the proposals is received from any member of the Nominations Committee within seven calendar days of their posting or transmission, they will be deemed to have been approved by the committee with the same effect as if they had been approved at a duly convened meeting.
	25	Business approved pursuant to 21 above will be reported to the next meeting of the Committee in order that approval can be minuted.
Quorum	26	A meeting shall be quorate only if half of its membership (rounded up), including the Chair and a NIB appointed Member, are present.
Voting	27	A vote can be taken by a show of hands. In the case of a tied vote, the Chair shall have a deciding or second vote.
Resources and Support	28	The Nominations Committee shall be supported by the NIBs through the Secretariat of the EIAG.
	29	Members shall be entitled to receive from the EIAG or the appointing NIB all reasonable travelling and incidental expenses in respect of attending Nominations Committee meetings in fulfilment of their duties.
Amendment of the Terms of Reference	30	These Terms of Reference can be amended with the consent of the Boards of the National Investing Bodies.

Approved by the National Investing Bodies in 2024