



Nominating Committee

TERMS OF REFERENCE: DRAFT V170220

Accountability

~~1.~~—The Nominating Committee is accountable to the ICAEW Council.

~~2.1.~~ _____

Composition

~~3.2.~~ _____ The Committee comprises nine members as follows:

- Immediate Past President (Chair)
- Past President (Vice Chair)
- President
- Deputy President
- Vice President
- Three members elected by Council
- ~~Chief Executive~~
- _____

Elections to the Nominating Committee

~~4.~~—Election to the committee will be in accordance with the rules approved by Council.

~~5.3.~~ _____

Powers and authorities

~~6.~~—The Committee is responsible, on behalf of Council and other than as set out below, for dealing with all matters relating to committee and other appointments.

~~7.4.~~ _____

Delegations

~~5.~~ _____ The Committee has the following specific responsibilities:

Honorary membership

~~5.1.~~ _____ considering nominations for honorary membership of ICAEW and recommending the Council accordingly:

Office Holders

~~7.1-5.2.~~ _____ submitting nominations to Council for election to the offices of President and Deputy-President;

~~7.2-5.3.~~ _____ considering all nominations for the positions of Vice-President and Chair of Council, prior to ballot, in accordance with the rules of election;

5.4. submitting the names of one or more candidates for the position of Vice-President or Chair of Council to a ballot of all Council members (including where appropriate its own candidate); and, in the case of the Vice-President, submitting the name of the successful candidate to Council for formal election;

Co-options to Council

5.5. submitting recommendations to Council for co-options to Council;

Appointments to ICAEW Board and committees

~~7.3-5.6.~~ other than as set out below, the appointment of the chair and vice-chair of, and members to, governance committees (i.e. Remuneration Committee, Investment Committee, Audit Committees and departmental boards¹) and principal committees (i.e. committees with accountability to the Members, Commercial, Shared Services, Technical Strategy or Learning & Professional Development a departmental boards²), other than the chair ~~and vice-chair~~ of the Audit Committee and the chair, vice chair and members of Committee of Council who are appointed by the Council on the recommendation of the Nominating Committee and the chair ~~and vice-chair~~ of committees who are elected by the committee in question³;

7.4. the appointment of a sub-committee comprising up to five members, including at least one Office-Holder, the Chair of Council, one ~~elected non-executive~~ Board member and the Chief Executive, to make a recommendation to the Council, through the Nominating Committee, for the appointment of two independent (i.e. non Chartered Accountant) members to the Board;

~~7.5.~~ ~~the appointment of a panel ('Panel #1'), comprising three members to make a recommendation to Council, through the Nominating Committee, to appoint the chair of the panel to appoint the chair of the ICAEW Regulatory Board;~~

~~7.6-5.7.~~ ~~the appointment of a panel (Regulatory Appointments Panel) comprising three Council or Chartered Accountant members and three lay members, including the chair of the ICAEW Regulatory Board, with delegated authority to appoint members to the ICAEW Regulatory Board, to the quasi-judicial professional conduct and regulatory committees (including their chair and vice-chair), and the reviewers of complaints;~~

~~7.7-5.8.~~ appointing members of Council to the Senior Staff Appointments Committee (SSAC):

- three members for a committee to appoint the Chief Executive. The other members of the SSAC being the President or one other Office Holder and Chair of Council
- one member for a committee to appoint the Chief Operating Officer or another Executive Director (excluding the Executive Director Professional Standards). The other members of the SSAC being the President or one other Office Holder, the Chair of Council, the Chair of the relevant departmental board ~~(or for the~~

¹ For the avoidance of doubt, Nominating Committee is not responsible for appointments to the ICAEW Regulatory Board.

² For the avoidance of doubt, Nominating Committee is not responsible for appointments to any professional standards committees.

³ ~~The terms of reference of the Committee of Council state that "Council shall appoint the Chair and other members of the Committee on the recommendation of the Nominating Committee."~~

~~appointment of the Executive Director Professional Standards, the Chair of the ICAEW Regulatory Board) and the Chief Executive.~~

- ~~(The Nominating Committee is not responsible for appointing members of Council to the SSAC to appoint the Executive Director, Professional Standards)~~

~~5.9.~~ nominating and/or appointing members to joint institute bodies ~~(excluding any joint bodies with a professional standards role)~~, and to external bodies and positions, as required, where the individual is appointed to represent ICAEW;

Elections

~~7.8.5.10.~~ reviewing from time to time the Regulations for election to Council and reporting to Council with recommendations;

~~7.9.~~ reviewing the results of elections to committees of the Council ~~(ie Nominating Committee and ICAEW Board)~~.

~~7.10.5.11.~~

Active Member Conciliation and Complaints Process

~~8.6.~~ The Nominating Committee also has the following responsibilities that will only ever operate if the Active Member Conciliation and Complaints Process ('The Process') has been invoked.

~~8.1.6.1.~~ appoint the Chair and three members of the Hearing, and if necessary Appeal Panel to resolve the matter. The ICAEW Regulatory Board has delegated authority to appoint the fifth Lay member of the Panel.

~~8.2.6.2.~~ No member of the Nominating Committee may serve on the Panels.

~~8.3.6.3.~~ The Deputy President shall Chair the Nominating Committee when a complaint is put before it. The President will take no further part in the Nominating Committees process in this matter.

~~8.4.6.4.~~ Following a recommendation from the Hearings and or Appeals Panel, the power to remove or suspend an Active Member from any Committee membership office for a set period and consider how to address its impact on the committee.

~~8.5.6.5.~~ Following a recommendation from the Hearings and or Appeals Panel, Direct, if the Active Member is a member of ICAEW, that the complaint is referred to ICAEW's Professional Conduct Department or if the respondent is not an ICAEW member that the complaint is referred to his/her membership body if applicable

~~8.6.~~ Following a recommendation from the Hearings and or Appeals Panel, if the Complainant is an Active member, the power to sanction a Vexatious Complainant as set out above, as it considers appropriate.

~~8.7.6.6.~~

Lay members

~~9.~~ 'Lay' means someone who is not and never has been a member, affiliate or employee of the ICAEW or any other accountancy body and such further relevant restrictions as may be appropriate to enhance public confidence in the regulatory process. In making lay appointments, the focus will normally be on consumers of accountancy services and stakeholder organisations rather than those who have more general experience of regulation of other professional services.

~~10.7.~~

Other appointments

~~41.8.~~ Where the appointment is of a member to an organisation because of his/her expertise and status as a Chartered Accountant, rather than to represent ICAEW, the appointment will be made by the Chief Executive, Director, Head of Executive Office or appropriate staff member.

Operation of the Committee

~~42.9.~~ The Committee will carry out its responsibilities within the framework of general duties contained within the Governance Handbook.

~~43.10.~~ The Committee establishes annually a Committee Review ~~Sub-Committee~~Working Party to undertake the review of ~~co-options to Council and~~ committee memberships.

11. The Committee will, when making recommendations for co-options to Council, provide a short cv of the member concerned and an outline of the reason(s) for co-option, where possible. When considering co-options, it will also take into account guidance on co-options policy and will review the membership of Council from time to time against the template for the ideal membership of Council.

12. All appointments must be governed by the overriding principle of selection based on merit, by the well-informed choice of individuals who, through their abilities, experience and qualities, match the needs of the committee in question. The Committee shall not make any appointment without first scrutinising the proposal.

13. All appointments will be made in accordance with the policy on Equality, diversity and inclusion and Active Members.

14. All appointees must be committed to the principles and values of service in the public interest and perform their duties with integrity.

15. The process of appointment must be transparent by making information about the process and appointments publicly available.

16. Candidates for appointment will normally be identified in the following ways:

- Advertisement: Appointments may be advertised within ICAEW to committees, in the professional press and/or national or local press, and on the ICAEW website.
- List: The Professional Standards Appointment Committee secretary will maintain a list of candidates who have contacted ICAEW to express an interest in appointment or have been identified through an earlier advertisement. Names may be kept on such a list for up to three years and individuals will be considered for vacancies as they arise.
- Nomination by other bodies: ICAEW may approach professional or other reputable bodies for nomination of suitable appointees.
- Executive Search agencies: ICAEW may engage the services of professional search and recruitment agencies to identify suitable candidates if it considers it appropriate in any particular case.
- Recommendation: ICAEW members may recommend candidates for consideration.