Terms of Reference of the Elections, Nominations & Motions Committee

1. Role

1.1 To be responsible for the organisation and oversight of the filling of all positions on the Board, Board Committees and any other position as the Board may request, whether that position is to be filled by election, co-option or nomination as set out in the Constitution, the Terms of Reference of any Committee established by the board and to undertake the same work for any other entity within the organisation as requested by the Board from time to time.

- Develop a Board Recruitment / Succession Planning Strategy
- Co-ordinate a Board Skills Matrix
- Liaise with Board Match and others, as needs be
- Develop a mentoring program for current and prospective Board members, as appropriate
- Assist the COO and Office Manager with the development of a Board Induction Pack: Brief History of IASW, Organisation Chart, Legal Responsibilities of Company Directors & Secretary, etc.
- Assist the COO and Office Manager with the development of a Board Induction Training Program

1.2 Shall consider all AGM & EGM motions submitted by members (see Guide to Bringing Motions to the AGM for further information)

2. Membership of the Committee

2.1 The Election, Nominations & Motions Committee, will have three members, the Company Chairperson, the Chairperson of the HR, Governance and Risk Committee and one other person nominated by the Board. Each member will serve for a maximum of two three-year terms either consecutively or cumulatively in their lifetime for as long as they are a member of the Board where relevant.

2.2 The quorum for meeting will be two members.

2.3 A staff member shall attend to provide administrative support but shall not be a voting member of the Committee.

2.4 Should any member(s) of the committee be nominated to stand for any position they will immediately stand down from the Committee to be temporarily replaced by nominee(s) of the Board until the result of the relevant election(s) are confirmed.

2.5 While the – *Chief* Operations Officer (COO) & Office Manager (OM) are not a member of the committee, they will attend meetings, and the Office Manager will provide administrative support to the committee and undertake the role of minutes secretary.

2.6 Members of the Committee must sign a confidentiality agreement, upon joining the committee.

3. Meetings of the Committee

3.1 The Committee shall meet as often as deemed necessary to ensure that positions are filled as quickly as possible specially to meet in advance of known vacancies due to occur within the term limits as set out in the Constitution or Committee Terms of Reference.

3.2 The Company Secretary will keep a register of the date of appointment of every member of the Board and Committees and, in accordance with the Constitution, the dates on which their terms will be completed. This register will inform the dates of meetings such that the committee will consider the filling of each projected vacancy in advance of every AGM and at **least four months** in advance of the termination of the term of any independent director/committee member in order to complete the selection process and be in a position to make proposal(s) to the Board prior to any projected vacancy occurring.

4. Process for Elected Members of the Board

4.1 These shall be as set out in the Elections Byelaw

4.2 The IASW aspires to achieve diversity and inclusiveness in terms of the requirements set out in relevant legislation and policies and in accordance with the IASW Anti Racism Strategy.

5. Process for Elected SIG Committee Members and any other Committees established by the Board.

5.1 The SIGs will elect their committee members annually at their AGM, in accordance with the Terms of Reference for SIG's and the SIG AGM Checklist

5.2 Board Committee members will be appointed by the Elections, Nominations & Motions Committee, in accordance with the Terms of reference for the individual Board Committee and the Electoral byelaw.

6. Process for Independent Members

6.1 The Committee will analyse projected and actual vacancies in terms of the skill sets the outgoing members possess and may suggest changes in the skill sets to be prioritised in filling any vacancy for an independent member.

6.2 Where the Committee wishes to recommend any change to the skills set different from that on which outgoing member(s) were appointed any new skill set must be approved by the Board before progressing to seek individuals to be independent members.

6.3 Where no skill set changes are being proposed or when the Board has approved any such changes the Committee may choose whatever method of prioritising potential nominees as it deems appropriate subject to advertising all vacancies via the member mailer and if deemed necessary the company's website indicating the skill sets that are required and allowing a minimum of

twenty-one days for individuals to apply to be considered for any position. In the context of 5.2 the deadline may be extended while other processes to identify candidates are ongoing.

As part of the recruitment process candidates will be invited to submit a cover letter and CV.

6.4 The Committee, at its discretion or on the advice of the Board, may contact relevant stakeholders seeking suggestions from them. They may advertise any vacancy with Boardmatch Ireland and in any other way deemed relevant and may extend the deadline for applicants in order to ensure an adequate number of candidates.

6.5 Following the closing date for applications the Committee will interview potential nominees to ascertain their suitability before making a recommendation to the Board regarding people suitable to become independent directors.

6.6 The Committee will only give a general overview of the process they employed and will only forward the name(s) of those candidates they are recommending. Independent Directors are appointed by the Board at the pre–AGM Board meeting.

6.7 Where casual vacancies occur the Committee will deal with these as expeditiously as possible following the process set out above to ensure the effective working of the Board or Committee on which any vacancy may have arisen, particularly to ensure that there are sufficient members to meet the minimum number required for a quorum as set out in the Constitution.

7. Code of Conduct

7.1 Committee members will: -

- maintain confidentiality unless authorised to speak on matters outside of meetings.
- respect organisational, board and individual confidentiality.
- declare any conflict of interest, or any such circumstances as may be viewed by others as conflicting as soon as it arises.
- not break the law or go against any regulations in force.
- support the organisation's aims and objectives and actively promote them.
- abide by the organisational policies and procedures.
- not represent or speak to the media or any public forum about the business of the IASW without the prior knowledge and approval of the Chair of the Board or COO.
- when speaking as a private citizen, aim to uphold the reputation of the organisation and those who work and volunteer for it.
- not personally gain from their role as a committee member, nor permit others to do so as a result of their actions or negligence.
- document expenses and seek reimbursement according to agreed procedures.
- not accept gifts or hospitality without the consent of the Chair of the Board or COO.

This Version approved at the Board meeting of 11th November 2024
Superseding the version of 8th of July 2024

Certified by Company Secretary
Name in Capitals: Danielle McGoldrick



Signature_____ **Date:** 11.11.24

Danielle McGoldrick, Company Secretary