



**Christ  
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Cathedral**  
Dublin

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## **Nomination Committee**

### **Terms of Reference**

#### **Introduction**

This document sets out the roles and responsibilities of the Nomination Committee ("the Committee"). It provides guidance on the Committee's purpose, roles, responsibilities, operations, tenure and obligations.

## **Role of the Committee**

1 The Committee is established to advise the Board, Committees and General Vestry (as appropriate) regarding vacancies that arise from time to time in the following positions:

- lay membership of the Board;
- the offices of Board Secretary, Honorary Treasurer and such other offices as the Board may from time to time establish;
- where requested by the Board or by a Committee, the chairperson, secretary and/or membership of a Committee;
- such other offices whose appointment is not vested in the Archbishop, the Dean and Chapter, or the Dean in respect of which the Board considers it convenient to delegate consideration of vacancies.

2 The Committee shall not advise in respect of the election by the Chapter of members of the Board except upon request of both the Board and the Dean and Chapter.

3 The Committee shall not advise in respect of the appointment by:

- the Archbishop of the Dean, Chancellor, Treasurer or Canons (whether clerical, lay or ecumenical);
- the Dean and Chapter of the Precentor, the Dean's Vicar or Honorary Clerical Vicars;
- the Dean of a Verger;
- the Board of lay officials of the Cathedral save as specified in Clause 1; or
- the Board and/or the Administrator of staff of the Cathedral.

## **Permanent Responsibilities of the Committee**

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(a) The Nomination Committee shall advise Board, Committees or General Vestry (as appropriate) upon:

- (i) the vacancy, notified vacancy, and (in good time) any pending or likely future vacancy in the offices, memberships and positions set out in Clause 1 (save where otherwise appearing, hereinafter referred to as “vacancy”);
- (ii) taking diversity and inclusion into account in the offices, memberships and positions set out in Clause 1;
- (iii) prior to each Annual Report to the Charities Regulator, the diversity, inclusiveness and balance of the Board and Committees, including but not limited to gender, age, ethnicity, body ability and sexual orientation, and the representation of both clerical and lay persons;
- (v) a skills audit of the Board and Committees, if requested to do so by the Governance Committee;

(vi) any other matter the Board shall prescribe, or which the Nomination Committee considers relevant.

(b) When one or more of the above positions becomes vacant or will become vacant, the Nomination Committee shall seek out individuals who, in the view of the members of the Nomination Committee, have the necessary experience, knowledge and skills to undertake the vacant position.

(c) In considering a vacancy, the Nomination Committee shall assess the needs of the Cathedral, and shall advise the Board, Committee and/or General Vestry as the case may be on –

(i) the appropriate criteria, skills, qualifications and experience required for the office or role at that point in time (having regard to the anticipated circumstances and needs of the Cathedral),

(ii) the impact of particular appointments on the diversity and inclusion of the Board or Committee as the case may be,

(iii) the process for recruitment, including whether and in what manner advertisement should take place,

- (iv) the identification of potential candidates for a particular or future vacancies, including the recommendation of such candidates, and
- (v) any other matter which the Board asks it to consider, including drafting job specifications for the vacancy for the approval of the Board and including assessment and interviewing of candidates if requested by the Board.

(d) The Nomination Committee shall have the power to advertise positions in whatever manner it deems appropriate and to hold interviews with candidates in whatever manner it deems appropriate, including by phone, in person or by any other forms of communication.

(e) The Nomination Committee shall advise the Board, Committees and General Vestry, as necessary, on its identified candidate or candidates for the necessary approval for appointment in the relevant vacant position in accordance with the Constitution of the Church of Ireland and the Statutes of Christ Church Cathedral.

(f) The Nomination Committee shall consider and take into account diversity and inclusion when advising the Board, Committees and General Vestry on any vacancy or vacancies.

(g) The Nomination Committee may advise on such number of appropriate candidates for each vacant position as it deems appropriate.

(h) The Nomination Committee shall be subject to the Board and the scope of its function and responsibilities may be narrowed or broadened by the Board from time to time.

## **Powers of the Committee**

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- (a) The Committee's functions are advisory.
- (b) The Committee shall be delegated no power by the Board or by a Committee other than specified herein (as may be amended), shall make no decision pertaining to the management or administration of the Cathedral and shall exercise no authority over staff or volunteers of the Cathedral.
- (c) Save as specified herein or as may be assigned by the Board, the Committee: advises the Board and Committees; exercises no delegated powers of the Board or Committees; does not administer budget nor expend monies; and, has no authority over staff.
- (d) The Committee shall, upon reasonable request, be entitled to receive or inspect any document or records system of the Cathedral, including any document of the Board.



- (e) The Committee shall, upon reasonable request, be entitled to require the attendance before it of any member of the Board, Chapter, Cathedral clergy, employees or contractors or other agents of the Cathedral.
  
- (f) The Committee shall, upon reasonable request, be entitled to ask questions in writing of the Board or any member thereof, the Chapter or any member thereof, any member of the Cathedral clergy, the Administrator or employees or contractors or other agents of the Cathedral, who shall provide answers to such questions.

## **Membership**

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- (a) The Committee shall comprise the following, appointed by the Board:
- (i) a Chairperson of the Committee (who may be a member of the Board);
  - (ii) if not appointed as Chairperson, the Dean or another clerical member of the Board appointed by the Board;
  - (iii) a lay member or former member of the Board;
  - (iv) having regard to requisite skills and diversity, not fewer than two and not more than five other persons who shall not be members of the Board or Committees of the Cathedral, nor have been members of the Board or Committees of the Cathedral in the preceding 3 years.
- (b) The Board may appoint, or the Nomination Committee may co-opt, one or more members to the Nomination Committee for the consideration of any particular vacancy. Such appointees shall hold such membership only during the pendency of the Nomination Committee's consideration of that vacancy.

(c) (i) The Nomination Committee shall have a quorum of three members (where the Committee shall act unanimously, and the Chairperson shall have given his or her prior approval to the business of the Committee).

(ii) The members of the Nomination Committee not being considered for a vacancy shall co-opt other members where the Nomination Committee would not be quorate.

(d) Save with the permission of both the Board and the Nomination Committee, a person shall not be eligible for appointment to any vacancy which the Nomination Committee has considered if s/he has participated in the Nomination Committee's consideration of the vacancy.

(e) A member of the Nomination Committee shall not participate in or attend any meeting or communication of the Nomination Committee where the member is a candidate for a vacancy. If such person is Chairperson or Secretary of the Nomination Committee, the Committee shall appoint a substitute.

(f) Neither the Administrator nor any member of staff of the Cathedral shall be a member of the Nomination Committee nor shall they attend its meetings. They may, however, be appointed to interview panels for Committee members

where considered appropriate.

(g) Members of the Committee shall be appointed for a term until the first Board meeting following the Triennial Elections, and are eligible for re-appointment once.

(h) The Committee shall endeavour to propose and promote gender diversity in its membership.

(i) The Committee must have amongst its members a majority who have experience of the governance of charities, corporate governance or senior management in public bodies, charities or business.

(j) Save for the chairperson of the Committee and members of the Board, the members of the Committee and its Sub-Committees need not be members of the Church of Ireland.

(k) Upon a vacancy, the Board shall appoint a Chairperson or members for the duration of the remaining term and such term shall not be taken into account in the calculation of any time limits.

(l) (i) The Committee shall appoint its own Secretary, who shall be responsible for the drafting of agenda, the recording and drafting of

minutes, and the circulation of papers within in the Committee and between the Committee and third parties (including the Board, other Committees and Sub-Committees, and the Administrator).

- (ii) Save in private session, the Secretary shall be assisted by the Cathedral Administrator or a member of staff appointed by the Cathedral Administrator, to whom the Secretary may delegate tasks for which the Secretary is responsible (provided always that the Secretary shall approve agenda, minutes and papers to be circulated).
- (iii) The Secretary need not be a member of the Committee, and shall not become a member of the Committee by being appointed Secretary.
- (iv) The Secretary shall circulate to the members of the Committee draft minutes within 10 working days of a meeting of the Committee.

## **Meeting arrangements**

- 7 The Nomination Committee shall meet where one or more of the above listed vacancies arises and/or when the Board directs a meeting of the Nomination Committee.

## **Reporting**

- 8 (a) The Nomination Committee shall advise the Board, Committee or the General Vestry, as necessary, in an expeditious manner on the candidates for a vacancy after such vacancy arises or in advance of it so arising.
  
- (b) Prior to making recommendations to the Board, Committee or a General Vestry on any vacancies, the Nomination Committee shall consult the Dean.

## **Attendance**

- 9 (a) The Secretary to the Board shall have a right to attend and be notified of meetings of the Committee.
  
- (b) The Administrator and any member of staff of the Cathedral may be required to attend its meetings.



## **Recusal and Exclusion**

10 All members of the Committee or its Sub-Committees shall have a right of attendance at all meetings and to receipt of documents of the Committee or its Sub-Committees respectively subject to:

- (a) the Code of Conduct;
- (b) the Conflict of Interest Policy, and
- (c) to Committee or its Sub-Committees determining on a vote that the attendance by a member at a meeting or part of a meeting or his/her receipt of documents is inappropriate, or may reasonably appear to be inappropriate, having regard to the subject-matter under discussion and to the confidence required in the independent judgment of the Committee.

11 Members are expected to recuse themselves where they consider it necessary or appropriate. Where a member does not recuse himself/herself ("the possibly conflicted member"), any other member may call for consideration of exclusion of the possibly conflicted member, which after hearing the possibly conflicted member the Committee or Sub-Committee in question shall discuss

and vote in the absence of the possibly conflicted member. A member can be excluded from attendance at a Sub-Committee, a meeting, part of a meeting or from receipt of documents.

## **Operation of the Committee**

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- (a) The Committee shall meet as frequently as necessary, and not less than four times a year.
- (b) Following any meeting of the Committee, it shall report to the Board of the Cathedral.
- (c) The Committee Chairperson has the power to call a meeting.
- (d) Providing every member can be seen and heard and their vote registered, the Committee may meet in person, by telephone or by electronic means, or by any hybrid of the foregoing as determined by the Chairperson.
- (e) The agenda and copies of all Committee papers shall be sent to all members of the Committee, and to other attendees as appropriate, normally at least five working days before the meeting, unless otherwise agreed.
- (e) The Cathedral Administrator may delegate administrative support to a staff member with the agreement of the Committee Chairperson.

## **Sub-Committees**

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- (a) The Committee may establish Sub-Committees to advise the Committee for such period as the Committee shall determine (no later than the Triennial Elections).
- (b) The Committee shall appoint the Chairperson, Secretary, any Vice-Chairperson and the members of any such Sub-Committee (none of which need be a member of the Committee).
- (c) Subject to the provisions of this Section, these Terms of Reference apply to Sub-Committees *mutatis mutandis*.