

## **The Place (Contemporary Dance Trust Limited)**

### **Nominations Committee Membership and Terms of Reference December 2023**

#### **1. Membership**

The Nominations Committee will be a Committee of the Board, appointed by the Board of Governors, with at least three members including the Chair and Vice Chair. The quorum for a valid meeting is two Governors.

The Chief Executive (in her/his role as Accountable Officer for London Contemporary Dance School), the Artistic Director and the Director of Development will be in attendance at all meetings, with other members of the Board of Governors and senior executives invited to attend as required by the agenda.

No member of the Committee or attendee will attend when her/his position is under discussion, or when she/he is a potential candidate for the position under discussion.

#### **2. Meetings**

The Committee will meet as and when required, but normally at least twice a year, and will report regularly to the Board.

#### **3. Terms of reference**

The Committee's principal duties are:

1. **to regularly review the structure, size and composition** (including the skills, knowledge, experience and diversity) **of the Board** and make recommendations to the Board with regard to any changes.
2. to be responsible for identifying, and nominating for the approval of the Board, **candidates to fill Board vacancies** as and when they arise, the re-appointment of Governors and the appointment of Chair and Vice Chair.
3. to ensure that the **performance of the Board** as a whole and of individual Governors is evaluated internally every year and externally every three years.
4. to ensure a satisfactory process to **evaluate the performance of** current Governors exists and is applied.
5. to review and recommend approval of the **written policy for the appointment and re-appointment** of Governors.

6. to review and recommend approval of a **Code of Conduct for Governors** and committee members.
7. to review annually the **time commitment required** from a Governor.

The Committee, with engagement from the Executive Team, should make the following recommendations to the Board:

1. **the appointment of the Chief Executive** (in particular in her/his role as Accountable Officer), and Head of Governance (which includes Secretary to the Board), and succession planning for those roles.
2. **succession planning** for the roles of Chief Financial Officer, Artistic Director and Director of Dance Studies in line with The Place's Recruitment Policy for Senior Staff.
3. **appointment of Governors** in alignment with the strategic aims set out in the Business Plan.
4. **re-appointment of any Governor** at the conclusion of her/his specified term of office.
5. **appointment of the Chair and the Vice Chair.**
6. **nature of committees of the Board**, and the appointment of Governors to committees of the Board.
7. The Nominations Committee will make **recommendations on the appointment of Governors to the Equality, Diversity and Inclusion Committee** but in pursuit of an inclusive and representative membership that Committee is responsible for non-Governor appointments which include Staff, Students, Independent Artists and Casual Staff.
8. concerning any matters relating to the **continuation in office of any Governor** at any time.
9. the **appointment and review of Patrons.**

In carrying out its responsibilities, the Committee will:

1. before making an appointment or re-appointment, evaluate the **balance of skills, knowledge, experience and** diversity on the Board and, in the light of this evaluation, prepare a description of the role and capabilities required for a particular appointment.
2. consider candidates for the Board from across the full range of protected characteristics and **ensure that Equality, Diversity and Inclusion targets are met** in accordance with the Business Plan

3. give full consideration to **succession planning for the Board and the Chief Executive** (in particular in her/his role as Accountable Officer), Chief Financial Officer, Artistic Director, Director of Dance Studies and Head of Governance (which includes Secretary to the Board) in the course of its work, taking into account the challenges and opportunities facing The Place and what skills and expertise are therefore needed on the Board in the future.
4. keep under review the **leadership needs of The Place**, both executive and non-executive, with a view to ensuring the continued ability of the organisation to operate successfully in the sector in which it operates.
5. make a **statement in the annual report** about its activities; the process used for appointments and explain if external advice or open advertising has not been used; and the membership of the committee, number of committee meetings and attendance over the course of the year.
6. **make available its terms of reference** explaining clearly its role and the authority delegated to it by the Board.
7. ensure that, on appointment to the Board, Governors receive a **formal letter of appointment and induction programme** setting out clearly what is expected of them in terms of time commitment, term of service, committee service and involvement outside Board meetings. For Board members who are new to the role, ensure that mentoring support is in place.
8. **evaluate the success of the Governor induction programme** and make recommendations for changes and developments
9. ensure that The Place **complies with appropriate governance codes**, including Committee of University Chair (CUC) and Charity Governance Codes, or decides not to apply specific parts of such Codes and explains the reasons why. It will also consider Arts Council England's Investment Principles, particularly in relation to dynamic governance.
10. **monitor new legal and best practice developments** to ensure The Place is a sector leader in the area of governance.

**December 2023**