

Terms of Reference – Governance and Nominations Committee (GOV-TOR-005)

Purpose

The Governance and Nominations Committee, a standing committee of the College, shall assist the Council of RCPI in fulfilling its obligations and oversight responsibility for:

- corporate governance practices, principles, guidelines and related policies
- nomination of candidates for appointment to specific roles under the remit of this committee
- composition and evaluation of the Council and Council committees

Reporting

The Governance and Nominations Committee reports to RCPI Council. The Committee, through the Chair, will provide a report to Council following each meeting of the committee, outlining the results of their activities and reviews it has undertaken. The committee shall also provide a report to the College at the Annual Stated Meeting.

Key Responsibilities

Subject to the By-Laws of the RCPI, the Governance and Nominations Committee has authority over the following areas of responsibility:

General Governance

- Review and recommend to Council for approval:
- The College's approach to corporate governance, including practices, principles, guidelines and related policies and oversee compliance and report exceptions to the Council.
- Regularly review the Terms of Reference of Council and its committees, considering input from Council and committee members, and recommend to the Council for approval any required revisions.
- Review, revise and recommend to Council approval of amendments to the College By-Laws, Faculty and Institute Standing Orders (either via amendments submitted from the Faculty/Institute Board or reviews initiated by the Governance and Nominations committee in consultation with the Faculty/Institute Board) and other governance rules, regulations and policies.

- Ensure compliance with governance guidelines and any applicable regulatory requirements (including the Charities Regulator Code of Governance for Charities)
- Receive recommendations from bodies within the College for establishment of new committees and make recommendations to Council or Executive Board as appropriate
- Review and make recommendations to Council for approval of the creation, disbanding, size, reporting relationships and composition criteria of Council committees.
- Ensure appropriate induction, training and continuing education is available to Council and Executive Board members so that they may maintain and enhance their skills and abilities as Trustees and Directors and to ensure that their knowledge and understanding of the College's business, strategy and activities remains current.

Nominations

- Oversee and regularly review the election, nominations and appointment processes on behalf of Council for any role on Council and/or any of its committees.
- To nominate to Council appointments for each of the following vacancies as they arise and in consultation with the President, considering the skills and expertise required and following approved appointment.
- methods (such as competitive interviews):
 - Registrar
 - Treasurer
 - Dun's Librarian
 - Senior Independent Director on the Executive Board
 - Advisory Co-optees on Council (non-Medical)
- Independent / Advisory Members of other committees (except the Faculty/Institute Boards, who shall oversee this process for their own Independent/Advisory roles)
- To advise and assist the President on the appointment of the College Vice- President (appointed from amongst the Ordinary Councillors), Censors, Standing Committee Chairpersons and Standing Committee Members

Compliance

Oversee compliance of committees and boards within RCPI with RCPI Rules and Procedures for College Bodies.

General

- The Committee may perform any other activities consistent with the By-Laws and applicable laws, as the Committee or Board deems necessary or appropriate.
- The Committee may engage independent advice as they deem necessary. The Committee may set and pay the compensation for any advisors in consultation with the Executive Board.

Membership

The committee shall consist of six (6) members who shall be:

Members

- Independent non-Executive members (1 of whom shall be Chair¹)
- President, RCPI
- Council members (who shall be Censors at the time of their appointment to this committee)
- 1 previous Council member or Officer (within the last 10 years)

In attendance

- Executive Secretary (Committee Secretariat)

Specific Procedural Rules

Quorum

The quorum for this committee shall be 2/3 of its membership.

Frequency of meetings

- The Governance and Nominations committee shall meet not less than 2 times (May and September) and no more than 4 times per annum.
- The dates for meetings of the Governance and Nominations Committee shall be set annually following agreement of Council meeting dates and shall ordinarily take place on the morning of Council meetings.
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- The Chair may call additional meetings to conduct necessary business between scheduled meetings as and when required. Meetings may be conducted in person or via electronic means.
- Members may participate in the meetings using telephone and/or video technology.

Review

- These Terms of Reference shall be subject to review every two years from the date of approval of this document by the Council of the College.

¹ The President may also Chair these meetings in the absence of the Independent Chair or if the position has not been filled

Approved By	Date
Approved by Council	December 2019
Review	Date
Next review date	December 2021