

CILEx Appointments & Scrutiny Committee Terms of Reference

Purpose

To be responsible for the selection and appointment of individuals within the Group governance structure (excluding those relating to CRL) and the review of their performance and that of the entities on which they serve. Accountable to the Group Board.

Remit

Selection & Appointment

1. Oversee the process for the selection and appointment of individuals to the Group governance structure in a way that is fair, open and transparent and attractive to candidates of the necessary expertise, competence, demographics, diversity and sectoral knowledge.
2. Ensure the effectiveness of the administrative processes underpinning the above.
3. Establish the competencies and selection criteria for Non-Executive appointments;
4. Develop and maintain key job descriptions with the governance structure.
5. Set, maintain and review the subsidiary rules governing appointments to the Group governance structure.
6. Make recommendations to the Group Board and subsidiary companies to meet their respective recruitment and business needs.
7. Maintain and advise on succession plans for key positions and for the boards and committees within the governance structure.

Scrutiny & Performance

8. Keep under review the structure, size, membership and performance of bodies within the governance structure;
9. Advise on the effectiveness of the bodies themselves as well as individual performance of members and their contributions through a performance review process;
10. Conduct an annual review of the skills, competences, experience and personal characteristics needed, in conjunction with the relevant Board Chairs, and including consideration of the optimum balance/proportion of professional and independent members within the structure.

11. Review job descriptions and specifications for key job roles within the structure.
12. Make recommendations for the provision of an appropriate programme of induction, training and mentoring for members of the Group structure.
13. Monitoring for any actual or potential conflicts of interest arising from new or existing appointments.
14. Keep leadership needs of the organisation under review.

Remuneration

15. Sets policy in relation to non-executive remuneration within the Group governance structure.
16. Keep abreast of relevant external remuneration trends and market conditions within the sector.

Members

Maximum:

- 3 Independent members
- 2 Professional members

Chair

Independent Chair to be appointed by the Appointments & Scrutiny Committee

Vice – Chair

Vice-Chair to be appointed from the members of the committee by the Appointments & Scrutiny Committee

Quorum

- 2 Independent members (including Chair)
- 1 Professional member

Frequency of meetings

Minimum of 2 meetings per annum

Commitment

1. You should be prepared to read and/or attend any relevant induction or training materials or events as reasonably required to enhance the governance of CILEx;

2. You should attend all scheduled meetings for the Committee;
3. Where you find you are unable to attend a meeting, you should inform the executive team 1 month ahead of that meeting;
4. You should ensure that you have read and digested the content of relevant meeting papers sent to you ahead of meetings with the agenda. Where you have any query as to their content, you should raise those queries in advance of the meeting;
5. When attending meetings, you should engage in debate and make contributions to discussions;
6. You should be respectful of the position of the Chair, of the collective responsibility of Committee decisions and of the majority any prevailing votes;
7. You should be prepared to participate in the Committee's performance and evaluation exercise, under the auspices of the Appointments & Scrutiny Committee, including annual performance appraisal and the end of term of office review at the end of your 3 years appointment