

Nominations Committee – Terms of Reference

Name of committee or working group	Nominations Committee
Staff member responsible	Chief Executive
Date approved by the Board	2 July 2024
Date of last review / approval	27 October 2023

1. Purpose

The Institute of Translation and Interpreting (ITI) is committed to maintaining a fair, robust, transparent, and inclusive process for recruiting members to its Board and to its committees.

The Board has therefore established a Nominations Committee to take the lead in identifying:

- Potential candidates for election to the Board
- Chairs of the Membership, Fellowship, Professional Conduct, Appeals, and Professional Development committees
- Members of the Membership, Fellowship, Professional Conduct, Appeals, and Professional Development committees

The recruitment processes for all ITI committees should be based on the principles of equity, diversity, and inclusion, ensuring that both the Board and its committees reflect the diverse membership of ITI, wherever possible.

2. Responsibilities

The Nominations Committee is not a decision-making body. It is responsible for making recommendations to the Board and can only act on the authority of the Board.

Its operational responsibilities are as follows:

1. To ensure the Nominations Committee operates in accordance with ITI's objects (as set out in the Articles of Association) as well as its mission and values.
2. To maintain confidentiality in its operations to protect the privacy of potential candidates and existing Board and committee members.
3. To continuously evaluate the effectiveness of the Committee's operations and implement improvements as needed to ensure the Committee's responsibilities are met.
4. To engage with ITI's membership and stakeholders to promote fairness and transparency, to encourage participation in the nomination process, and to gather feedback on the Committee's work.
5. To stay informed about regulatory requirements and good practice related to governance and nomination processes in not-for-profit organisations.
6. To regularly report to the Board on the Committee's activities as well as any challenges encountered.

3. Duties

The duties of the Nominations Committee are as follows:

Recruiting Board members:

1. To identify and encourage potential candidates for election who have the skills and knowledge that can help the Board to discharge its duties and meet its strategic objectives.
2. To take action to ensure that the Board is as representative as possible of ITI membership in terms of protected characteristics as well as background, experience and expertise.

Recruiting committee Chairs and members:

1. To identify potential Chairs/members who have the relevant skills and knowledge that can help the committee in question to discharge its duties in accordance with the committee's terms of reference.
2. To assess the qualifications, experience, and suitability of potential candidates based on the established nomination criteria for the committee in question.
3. To present a list of nominations to the Board for approval, with supporting information for each nomination.
4. To assist in the onboarding process for newly appointed committee Chairs to ensure a smooth transition.

4. Committee Composition

The composition of the Nominations Committee will comply with the stipulations set down in ITI's Articles of Association and Bylaws.

No member of the Committee, including the Chair, should serve more than six years on the Committee.

4.1 Chair of the Committee

- The Chair of the Nominations Committee should be appointed by the Board and must be a member of the Board.
- The term of office will be a three-year term, though the Chair may be reappointed for a second term of three years.
- The Chair must stand down after they have completed a second term of office.
- The Board can end the appointment of the Chair of the Committee at any time.
- If the Chair is absent from any meeting of the Committee, the remaining Committee members will appoint from amongst themselves a person to chair the meeting.

4.2 Membership of the Nominations Committee

- The Nominations Committee should have at least six members, including the Chair, and no more than nine members in total.
- The members of the Committee should include at least:
 - One Board member (in addition to the Chair of the Committee)
 - One Corporate member

- Two Qualified members – one interpreter and one translator
- One Student or early career member
- The term of office will be a three-year term, but members may be reappointed for a second term of three years.
- The Chair of the Nominations Committee is responsible for the selection of the Committee members but must seek approval for all appointments from the Board.
- The Board can end the appointments of Committee members at any time.

4.3 Process for seeking candidates for membership of the Nominations Committee

1. **Call for expressions of interest:** ITI will issue a call for expressions of interest to its membership through various communication channels, including email, newsletter, and social media. The call will include information about the responsibilities of Nominations Committee members and the application deadline. ITI reserves the right to approach potential committee members directly where it feels that they have particular skills and knowledge that are useful to the Nominations Committee.
2. **Review of submissions:** The Chair of the Nominations Committee, in consultation with members of the Board, will review the submissions received with the aim of selecting as broad a selection of Committee members as possible, to reflect ITI's diverse membership.
3. **Recommendation:** The Chair of the Nominations Committee will make a recommendation to the Board regarding the appointment the preferred candidates.
4. **Appointment:** The Board will formally appoint the selected candidates to the Nominations Committee.

ITI should maintain transparency throughout the recruitment process by communicating the selection process, and outcomes to its membership.

NB: The Nominations Committee will follow a similar process for the recruitment of Chairs of ITI's other committees.

5. Quorum

- Four members of the Committee will comprise a quorum for the transaction of business.

6. Voting

- Questions that come up at a Committee meeting will be decided by a majority of votes.
- All Committee members (whether voting or non-voting members of the Institute) will have one vote each in terms of matters of the Committee.
- If there is an equal split of votes, the Chair will have the casting vote.
- Committee members should not vote on any matter in which they have a personal interest.

7. Attendance by observers and members of staff

Other individuals may attend by invitation only and will not be counted as part of the quorum and should have no authority to vote.

ITI staff will support the Committee as follows:

Chief Executive	Providing guidance on matters of governance and good practice in recruitment
Marketing Officer	Supporting the call for expressions of interest

8. Frequency of meetings

The Committee will meet at least twice a year and as required to address specific matters as they arise.

9. Authority

The Nominations Committee is a sub-committee of the Board with the authority to carry out any activity within its terms of reference. It is authorised to seek any information it requires to discharge these responsibilities and has specific delegated authority to:

- Design and implement the process for identifying candidates who could be encouraged to stand for election to the Board
- Devise and review the role descriptions for the Chairs of committees
- Design and implement the process for recruiting the Chairs of committees
- Advise and support the Chairs of committees with regard to suitable processes for appointing members of their committees

10. Minutes and reporting

- The agenda and any meeting papers should be issued to Committee members at least five calendar days prior to the Committee meeting.
- Draft minutes of Committee meetings will be circulated promptly to all members of the Committee.
- The Chair of the Nominations Committee will report to the Board on the Committee's proceedings after each meeting on all matters within its duties and responsibilities.
- The Committee will make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

11. Review

The Nominations Committee's terms of reference may be amended at any time by the Board and will be formally reviewed every two years.

Appendix: Code of Conduct for Committee Meetings

The purpose of the Code of Conduct for Committee Meetings is to create a positive and productive environment in all ITI working group meetings, fostering collaboration and effective decision-making for the benefit of ITI and its members. All members of ITI working groups are expected to adhere to the following behaviours:

1. Respect and professionalism

- Treat each other with respect, courtesy, and professionalism during meetings and related interactions.
- Avoid personal attacks, offensive language, or disruptive behaviour that hinders productive discussions.
- Listen actively and be open to diverse viewpoints without prejudice.

2. Confidentiality

- Comply with data protection and privacy legislation and abide by ITI's Privacy Policy, ensuring the secure handling and storage of any personal or confidential data.
- Maintain strict confidentiality regarding sensitive information discussed during Working Group meetings or by email.
- Do not disclose or discuss confidential matters beyond Working Group members, unless explicitly authorised to do so.

3. Preparedness and participation

- Be well prepared for meetings by reviewing materials in advance and actively engaging in discussions.
- Contribute constructively to agenda items, share insights, and raise relevant concerns to make informed decisions.

4. Conflict of interest

- Disclose any potential or perceived conflicts of interest before relevant discussions and abstain from influencing decisions where conflicts exist.

5. Timeliness and attendance

- Attend all meetings promptly and consistently, except in unavoidable circumstances.
- Notify the Chair in advance if unable to attend a meeting.

6. Adherence to Bylaws and Policies:

- Comply with ITI's bylaws, policies, and the Code of Conduct.
- Seek clarification if uncertain about any policies or guidelines.

7. Decision-making and consensus:

- Explore matters from various and even opposing perspectives.
- Engage in fair and transparent decision-making processes that prioritises the best interests of ITI and its members.
- Strive to reach consensus whenever possible but respect the rights of individuals to express dissenting opinions.

8. Proper use of technology:

- Utilise technology, such as virtual meeting platforms and communication tools, responsibly and in accordance with ITI procedures.
- Avoid the use of personal devices or engaging in unrelated activities during meetings.