

Subcommittee Terms of Reference

Title	Nominations Sub-Committee
Purpose of the sub-committee	<ol style="list-style-type: none"> 1. A Nominations Sub-Committee is established as a sub-committee of the Board of Amnesty International UK Section, in accordance with Article 28 of the Section’s Articles of Association. 2. The purpose of the Nominations Sub-Committee is to assist the Board and Members of Amnesty International UK Section in making decisions on governance appointments, in order to ensure the effective governance of the Section and Amnesty International UK Charitable Trust. 3. It shall seek out appropriately qualified candidates for the elected and appointed positions on the Board, its sub-committees, Amnesty International UK Charitable Trust and other appointments or nominations where the Board considers the Nominations Committee’s skills and experience may be of assistance. This includes the appointment of any future Chief Executive. 4. The Nominations Committee shall work to ensure that the number of appropriately qualified candidates exceeds the number of vacancies. To this end, it may use advertisements, promotion to AIUK’s membership and supporter base, engagement of search agencies and others means as it deems appropriate. 5. The Nominations Committee shall seek candidates with diverse backgrounds and experience and will work with the Board to ensure diversity within AIUK’s governing bodies.
Terminology and definitions	<p>Amnesty International UK Charitable Trust: A charity and a company limited by guarantee under UK law. It is subject to UK charity law and regulation. Its Trustees are appointed by the Board of Section. Otherwise, it operates independently.</p> <p>Amnesty International UK Section: A company limited by guarantee under UK law. Sometimes referred to in this document as the “Section”.</p> <p>Applicants and candidates: In this document, the term “applicants” generally refers to individuals applying to fill a role that is appointed by the Board. The term “candidate” is used to refer to individuals standing for election to the Board.</p> <p>Articles of Association: In this document, these refer to the governing document of Amnesty International UK Section. Also referred to as the “Constitution”.</p> <p>Board and Board Members: In this document, the term Board refers to the Board of Directors of Amnesty International UK Section. The Directors are referred to as Board Members.</p> <p>Constitution: See “Articles of Association”, above.</p> <p>Core Standards: These refer to the body of core standards established by Decision 6 of the 2013 International Council Meeting, together with any guidance on their application that is approved by the International Board.</p>

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	<p>Declaration date: A date chosen each year by the Returning Officer, relating to the Board elections.</p> <p>Disqualification: Under UK Company Law and Charity Law, there are certain grounds for disqualifying an individual for service on the Board of a company or on the Board of a Charity.</p> <p>Trust Board and Trustees: In this document, the term Trust Board refers to the Board of Directors of Amnesty International UK Charitable Trust. Its Directors are referred to as Trustees.</p>
Responsibility	<p>Constitutional Requirements</p> <ol style="list-style-type: none"> 1. The Nominations Sub-Committee shall discharge its duties under Article 28.2 of the Articles of Association by providing an annual written report for the Members, recommending the skills and experience it believes should be sought in the election of Directors. <p>Delegated authority</p> <ol style="list-style-type: none"> 2. The Nominations Sub-Committee, acting on the delegated authority of the Board, shall: <ol style="list-style-type: none"> a) Decide on the advertising, promotion and search processes to be used in order to secure a diverse range of appropriately qualified applicants or candidates for governance roles. b) Assess the skills and experience of candidates for elected positions on the Board, in the light of identified needs. It will inform the Members of its assessment, in order to assist their decision-making. c) Assess the skills and experience of applicants for Board appointments and nominations, in order to provide recommendations to the Board. d) Ensure that all applicants and candidates are aware of grounds for disqualification for serving as a Board Member or Trustee and ask that all candidates standing for election sign a declaration that they are not disqualified. e) Ensure that appropriate declarations are signed and vetting checks are carried out prior to appointment, to ensure that applicants are not disqualified. In the case of elected Board Members, the Nominations Sub-Committee will endeavour to ensure that any necessary checks are carried out before the first meeting after the declaration date. f) Prior to appointment or, in the case of elected Board members, prior to the first Board meeting after the declaration date, require any appointee to disclose any interests that could result in a conflict of interest. g) Take steps to ensure that its actions, decisions and recommendations serve the best interests of the Trust, when supporting the appointment of Trustees. h) Ensure that each appointee receives a letter setting out what is expected, in terms of time commitment, committee service and involvement outside meetings. i) Ensure that applications and nominations are acknowledged and that applicants and candidates are informed of the outcomes of their deliberations.

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	<p>Other responsibilities</p> <p>3. The Nominations Sub-Committee shall:</p> <ol style="list-style-type: none"> a. Work with the Board, Board sub-committees and Trust to understand leadership needs and the skills, knowledge, diversity and experience requirements. b. Work with the Board, Board sub-committees and Trust to ensure that the roles, responsibilities and capabilities of Board Members, Trustees and other governance roles appointed by the Board are set out in job descriptions and person specifications, reflecting both the general and specific requirements of the role. c. Advise the Board and Trust Board on possible conflicts of interest arising from an applicant's or candidate's interests. d. Advise the Board on induction and training requirements, of a general or specific nature, that will support an individual's development and effective contribution. e. Advise the Board on succession planning. f. Advise the Board on the reappointment of a non-elected Board member, Trustee or other governance member at the conclusion of their term of office, having due regard to performance and the knowledge, skills, diversity and experience required. g. Advise the Board and make recommendations on policy and process relating to the appointment of Amnesty International UK's Chief Executive. h. Advise the Board on the adoption of written procedures for the co-option of Board Members, filling of Board vacancies and the recruitment and selection of other governance roles. i. Advise the Board on policies, processes and other measures to promote and secure equality and diversity within Amnesty International UK's governance bodies. j. Conduct its affairs in a manner that is observant and, to the extent possible, of established best practice for companies, charities and not-for-profit organisations in the UK. Make any recommendations to the Board of Amnesty International UK Section on any matter within its terms of reference where action or improvement is required.
<p>Skills and Experience</p>	<p>1) The following skills and experience are considered to be particularly important to the Nominations Sub-Committee:</p> <ol style="list-style-type: none"> a) Strategic human resources leadership experience. b) Experience in conducting or commissioning searches for senior positions (including unremunerated Board positions). c) Experience of senior-level recruitment and selection processes and skills in the application of equalities principles. d) Experience of recruitment planning to increase or maintain diversity at senior, particularly Board level. e) Experience of the Amnesty International movement, particularly the movement within the UK and its membership structures. <p>2) Members of the Nominations Committee will be expected to acquire and maintain familiarity with:</p> <ol style="list-style-type: none"> a) Amnesty International UK's governing documents and relevant policies

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	<ul style="list-style-type: none"> b) Law, regulation and good practice guidance applying to UK companies, charities and the not-for-profit sector, in the field of senior and governance-level recruitment and appointments. c) Relevant guidance and standards agreed by Amnesty International’s global governing bodies (in particular, Core Standards 3-7) d) Strategic issues and changes affecting Amnesty International UK and its external operating environment. e) Applicable law and regulation, including data protection requirements. <p>3) Members of the Nominations Sub-Committee shall be provided with appropriate and timely training, including induction training.</p>
Composition and co-option	<ol style="list-style-type: none"> 1. In accordance with the Articles of Association, there shall be at least three members of the sub-committee who shall be Board Members or individual Members of Amnesty International UK Section. 2. All appointments to the Nominations Sub-Committee are made by the Board 3. The term of office shall be two years. There shall be a limit of three successive terms of office. 4. The Board will appoint a Board Member to serve as Chair of the Nominations Sub-Committee. For the avoidance of doubt, the Chair of the Board may serve as Chair of the Nominations Sub-Committee but is not required to do so.
Meetings	<ol style="list-style-type: none"> 1. The Nominations Sub-Committee shall meet at least two times per year but may arrange any additional meetings that are required to discharge its responsibilities. Sub-committee members may correspond and communicate with each other between meetings by any appropriate means. 2. The Sub-Committee may meet using telephone conference, video-conference or other electronic means. 3. The quorum for the Sub-Committee shall be the majority of its members, provided that at least one is a Board Member. 4. Only members of the Nominations Sub-Committee have the right to attend Sub-Committee meetings. However, other individuals, including the Director of Corporate Services (or their nominee), other staff members and external advisers may be invited to attend all or part of any meeting. 5. Meetings of the Sub-Committee shall be called by its Secretary at the request of the Chair. 6. Unless otherwise agreed, notice of each meeting, confirming the venue, time and date, together with an agenda of items to be discussed shall be forwarded to each member of the sub-committee, no later than one week before the date of the meeting. Supporting papers shall be sent at the same time. The agenda and supporting papers shall also be sent, at least one week before the meeting, to any person required to attend the meeting and to all members of Amnesty International UK Section’s Board, except where (in the opinion of the Chair) it would be inappropriate to do so.

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Minutes / Committee Reports	<ol style="list-style-type: none"> 1. The Nominations Sub-Committee shall produce an annual report about its activities, the process used to secure nominations for election and to make appointments. It shall state if external advice or open advertising has not been used. Where an external search agency has been used, it shall be identified in the annual report and a statement made as to whether it has any connection with Amnesty International UK. The report should include a statement of the Board’s policy on diversity, including gender, any measurable objectives it has set for implementing the policy and progress in achieving the objectives. 2. The Chair of the Nominations Sub-Committee shall attend the Section’s AGM to present the Sub-Committee’s annual report and respond to members’ queries. 3. Draft minutes of sub-committee meetings shall be circulated promptly to all members of the sub-committee. They shall be made available to Board members, unless (in the opinion of the Chair) it would be inappropriate to do so. Approved minutes shall also be circulated in the same manner. 4. The Chair of the sub-committee shall provide a report of committee meetings to the first Board meeting afterwards. This may be a verbal or a written report. 5. Owing to a presumption of confidentiality, agendas, minutes and supporting papers will not be published on the website but will be made available to any Member or Trustee on request, unless (in the opinion of the Chair) it would be inappropriate to do so.
Secretary	The Secretary to the Nominations Sub-Committee shall be the Company Secretary.
Resources	<p>Each year, the Board will establish a budget for the Nominations Sub-Committee. The Sub-Committee is authorised to obtain legal or other professional advice, advertising, search or other promotional services and other goods or services, subject to Section policies.</p> <p>The Sub-Committee shall have access to sufficient staff support required for the performance of its duties.</p>
Key Relationships	<ol style="list-style-type: none"> 1. The Nominations Sub-Committee will work to develop and maintain positive working relationships with the following: <ol style="list-style-type: none"> a. The Chair and Members of the Board b. The Chair and Trustees of the Trust Board c. The Chairs and Members of the Board’s Sub-Committees d. The Returning Officer e. Section staff, in particular those with responsibility for supporting the sub-committees f. The Section’s leading activists. 2. The Nominations Sub-Committee is encouraged to develop positive relationships with the global movement’s International Nominations Sub-Committee (and may develop relationships with other Nominations Committees within and beyond the Amnesty movement) to support the performance of its duties and the sharing of experience.
Review	

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	The Nominations Sub-Committee shall periodically review its own performance and, at least annually, shall review these terms of reference, making any recommendations for change to the Board of Amnesty International UK Section.
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