

## GUNNERSBURY PARK AND MUSEUM DEVELOPMENT TRUST

### NOMINATIONS COMMITTEE

#### [DRAFT] TERMS OF REFERENCE

## 1 Background

- 1.1 Gunnersbury Park and Museum Development Trust (the “**Trust**”) is registered with the Charity Commission (no. 1168709) and incorporated as a company limited by guarantee (no. 09152522).
- 1.2 Its activities are the legal responsibility of the Board of Trustees (the “**Board**”) in accordance with the Articles of Association (the “**Articles**”).
- 1.3 As set out in the Articles, Trustees are appointed in two ways:
  - 1.3.1 London Borough of Ealing and London Borough of Hounslow (the “**LAs**”) each nominate one Trustee to the Board. These Trustees are referred to as ‘Local Authority Trustees’. The Nominations Committee is not responsible for these appointments.
  - 1.3.2 The remaining Trustees are appointed by the Board, either to fill vacancies or as additional Trustees. The Nominations Committee is responsible for supporting the Board in making these appointments.
- 1.4 As part of the restructure of the Trust in 2021-22, an “Initial Board” will be appointed. A different appointment process applies to the Initial Board as set out in paragraphs 5 and 6. Any future appointments (after the Initial Board is in place) will be made as set out in paragraphs 7 and 8.
- 1.5 The Trust also has the power to appoint directors to its wholly owned subsidiary, Gunnersbury Estate (2026) CIC (Company Number 09696326) (the “**Trading Subsidiary**”), under Article 23 of the Trading Subsidiary’s Articles of Association. The Nominations Committee is responsible for supporting the Board in making these appointments via a public recruitment process.
- 1.6 Governance is a responsibility of the Board, which provides strategic direction to the Trust and employs the Executive Team to manage its day-to-day activities. The Board has delegated certain powers to committees, each constituted with terms of reference. These committees assist the Board in its duties.

## 2 Purpose

- 2.1 The main purpose of the Nominations Committee (the “**Committee**”) is to assist the Board in identifying suitable individuals to act as Chair, Trustees and members of the Executive Team of the Trust, and as directors of the Trading Subsidiary.

## 3 Role and responsibilities

### 3.1 General

- 3.1.1 Meet at least once a year, either in person and/or by way of an electronic meeting where Committee members participating can hear the discussion and contribute.

- 3.1.2 At all times to take actions to meet the delegated responsibilities as described below and, if any material events occur which have implications for meeting those responsibilities, to ensure these are reported to the Chair of the Trust as soon as possible.
- 3.1.3 All candidates for appointment to the boards of the Trust and the Trading Subsidiary shall be selected via a public recruitment process. The Committee shall be responsible for identifying candidates to fill vacancies as and when they arise and nominating candidates for the approval of the Board.
- 3.1.4 In identifying suitable candidates for roles:
- (a) wherever possible use a transparent procedure to identify potential candidates, which includes advertising vacancies and/or use the services of external advisers to facilitate the search;
  - (b) consider candidates from a diverse range of backgrounds and experience; and ensure candidates are fully representative of the two boroughs' demographics
  - (c) assess candidates on merit and against objective criteria and with regard for the benefits of diversity on the relevant board, taking care that appointees have sufficient ability and time available to devote to the position.

## 3.2 Appointments to the Trust

- 3.2.1 Regularly review the structure, size and composition (including the skills, knowledge, experience and diversity) of the Board and make recommendations to the Board should change appear necessary.
- 3.2.2 Consider succession planning for Executive Team members, taking into account the challenges and opportunities facing the Trust and the skills and expertise needed for its future management.
- 3.2.3 Keep under review the leadership needs of the Trust, both Trustees and Executive Team members, with a view to ensuring the continued ability of the Trust to deliver its charitable purposes effectively.
- 3.2.4 Keep up to date and fully informed on all strategic issues and commercial changes affecting the Trust.
- 3.2.5 Before starting the recruitment process, 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 an appointment, to be presented to the Board for approval.
- 3.2.6 Ensure that prior to appointment to the Board, Trustees:
- (a) complete the Trust's register of interests, which should be reviewed by the Chair to identify any potential issues;
  - (b) sign a Trustee eligibility declaration form; and
  - (c) agree in writing to any Rules or Bye Laws of the Trust.

3.2.7 Ensure that on appointment to the Board, Trustees:

- (a) receive a formal letter of appointment setting out what is expected of them in terms of time commitment, Committee service and involvement outside Board meetings;
- (b) have an appropriately resourced induction which covers all areas of the Trust's work, including meetings with the Executive Team; and
- (c) are asked about any learning and development needs to carry out their role effectively.

### 3.3 Appointments to the Trading Subsidiary

3.3.1 All candidates for appointment as directors of the Trading Subsidiary shall be selected via a public recruitment process. The Committee shall be responsible for identifying candidates to fill vacancies as and when they arise and nominating candidates for the approval of the Board.

3.3.2 Before starting the recruitment process, liaise with the Chair of the Trading Subsidiary to discuss the current composition and needs of the board of the Trading Subsidiary and, in the light of this discussion, prepare a description of the role and capabilities required for an appointment, to be presented to the Board for approval. ]

## 4 **Authority**

4.1 The Committee acts in an advisory capacity by making recommendations to the Board and does not have authority to appoint Trustees or Executive Team members of the Trust or directors of the Trading Subsidiary.

4.2 The Board's express authority shall be required for:

4.2.1 changes to the Committee's terms of reference; and

4.2.2 appointments to the Committee.

4.3 Any changes to these terms of reference which change clauses 5, 6.1 or 7.1.1(a) shall require an affirmative vote from both LA Trustees.

## 5 **Appointment of the "Initial Chair", "Continuity Trustees" and other Initial Board members**

5.1 The "Initial Chair" shall be selected via a public recruitment process.

5.2 Four "Continuity Trustees" will be selected: two from existing members of the Trust and two from existing members of the CIC Boards who are invited to put themselves forward for selection.

5.3 Other Initial Board members shall be selected via a public appointment process.

5.4 Members of the Committee for purposes of the appointment of the Initial Chair shall consist of six people as follows:

5.4.1 the LAs may each nominate a senior representative (senior councillors are suggested);

- 5.4.2 two independents identified by the then current Board of the Trust (one from a commercial background, one from a non-for-profit background); and
- 5.4.3 one director/trustee from each of the CIC and the Trust who will not be standing for the Initial Board identified by the then current Board of the Trust.
- 5.5 Members of the Committee for the appointment of the Continuity Trustees shall be:
  - 5.5.1 the LAs may each nominate a senior representative (senior councillors are suggested); and
  - 5.5.2 the Initial Chair.
- 5.6 Members of the Committee for other appointments to the Initial Board:
  - 5.6.1 the LAs may each nominate a senior representative (senior councillors are suggested);
  - 5.6.2 the Initial Chair; and
  - 5.6.3 one other member of the Initial Board.

## **6 Decision making by the Committee in respect of the “Initial Board”**

- 6.1 The quorum necessary for the transaction of business shall be not less than 50% of the members of the Committee including both nominees of the LAs.
- 6.2 For the appointment of the Initial Chair, the Committee Chair shall be one of the two LA nominees, to be agreed between them.
- 6.3 For the appointment of the Continuity Trustees, and any other members of the Initial Board, the Committee Chair shall be the person who has been appointed as the Initial Chair.
- 6.4 Decisions by the Committee will be by simple majority vote with the Committee Chair having a casting vote should the need arise.
- 6.5 In the absence of the Committee Chair the Committee Members present shall elect one of their number to chair the meeting.
- 6.6 Committee Members can either be present to vote or vote through attending a meeting by electronic means.

## **7 Future Membership of the Committee for appointments to the Board [and the Trading Subsidiary]**

- 7.1 The “**Committee Members**” shall be as follows:
  - 7.1.1 For future appointments to the Chair, the Committee shall comprise of at least three persons as follows:
    - (a) the LAs may each nominate a representative; and
    - (b) the existing Chair and up to three persons nominated by the Board with suitable skills and experience and who may or may not be Trustees.

- 7.1.2 For future appointments of other Board members, the Committee shall comprise of the Chair and up to four persons nominated by the Board with suitable skills and experience and who may or may not be Trustees.
- 7.2 Except for the nominees of the LAs, Committee Members are appointed and may be removed by the Board at its discretion.
- 7.3 The Committee may make recommendations to the Board for appointment of external Committee Members with relevant experience.
- 7.4 The Chair of the Board shall be the Committee Chair.
- 7.5 Others persons may be invited to attend in whole or in part where it is determined by the Committee that they could make a positive contribution to the agenda.
- 7.6 Committee Members will be offered ongoing training and support to ensure skills and relevant knowledge are up to date.

## **8 Decision making for future appointments to the Board [and the Trading Subsidiary]**

- 8.1 The quorum necessary for the transaction of business shall be not less than 50% of the members of the Committee, including at least one LA nominee.
- 8.2 Decisions by the Committee will be by simple majority vote with the Committee Chair having a casting vote should the need arise.
- 8.3 In the absence of the Committee Chair the Committee Members present shall elect one of their number to chair the meeting.
- 8.4 Committee Members can either be present to vote or vote through attending a meeting by electronic means.

## **9 Administration**

- 9.1 [ ](the “**Secretary**”) has responsibility for the administration of this Committee.
- 9.2 Prior to the start of any meeting all those present will notify the Committee Chair of any potential conflicts of interest.
- 9.3 Meetings of the Committee shall be called by the Secretary at the request of the Committee Chair.
- 9.4 At least 5 days prior to each meeting the Secretary will circulate to all Committee Members papers confirming the venue, time and date of the meeting, together with the agenda and the reports required for each meeting, including at minimum minutes and action points from the previous meeting.
- 9.5 The Secretary shall minute the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance.
- 9.6 Draft minutes of Committee meetings shall be circulated promptly to all Committee Members.

**10 Reporting to Trustees**

- 10.1 The Secretary will include copies of Committee minutes in the pack provided to Trustees ahead of each Board meeting.
- 10.2 At each Board meeting the Committee Chair will report the activities of the Committee and matters it considers the Trustees should be aware of, with particular reference to those where additional authority is required.
- 10.3 An overview of the work of the Committee and its effectiveness will be undertaken annually for discussion with the Board and, if necessary, with Board approval, these terms of reference updated.

**Adopted by the Board on:** [    ]

**Date last reviewed:**            [    ]

**Date of next review:**           [    ]

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