

The Place (Contemporary Dance Trust Limited)

Nominations Committee Membership and Terms of Reference December 2024

1. Membership

The Nominations Committee is a Committee of the Board, appointed by the Board of Governors, consisting of at least three members including the Chair and Vice Chair.

The quorum for a valid meeting is two Governors.

The Chief Executive (in her/his role as Accountable Officer for London Contemporary Dance School), the Chief Financial Officer, the Artistic Director and the Director of Development will be in attendance at all meetings, with other members of the Board of Governors and senior executives invited to attend as required by the agenda.

No member of the Committee or attendee will attend when her/his position is under discussion, or when she/he is a potential candidate for the position under discussion.

2. Meetings

The Committee will meet as and when required, but normally at least twice a year, and will report regularly to the Board. Minutes of each meeting will be sent to the Board meetings accompanied by a verbal report by the Chair.

The role of the Nominations Committee and its membership will be reviewed annually. The Nominations Committee will report the frequency of, and attendance by members at meetings in the annual report.

3. Terms of reference

3.1 The Committee's principal duties are:

3.1.1 **to regularly review the structure, size and composition** (including the skills, knowledge, experience and diversity) **of the Board** and make recommendations to the Board with regard to any changes.

3.1.2 to be responsible for identifying, and nominating for the approval of the Board, **candidates to fill Board vacancies** as and when they arise, the re-appointment of Governors and the appointment of Chair and Vice Chair.

3.1.3 **to ensure that the performance of the Board as a whole and of individual Governors is actively evaluated**, internally every year and externally every three years.

3.1.4 **to ensure that a clear, satisfactory process for evaluating the performance of individual Governors is established** and consistently applied.

- 3.1.5 to review and recommend approval of the **written policy for the appointment and re-appointment** of Governors.
- 3.1.6 to review and recommend approval of a **Code of Conduct for Governors** and committee members.
- 3.1.7 to review annually the **time commitment required** from a Governor.
- 3.2 The Committee, with engagement from the Executive Team, should make to the Board the following recommendations:**
- 3.2.1 **the appointment of the Chief Executive** (in particular in her/his role as Accountable Officer), and Head of Governance (which includes Secretary to the Board), and succession planning for those roles.
- 3.2.2 **succession planning** for the roles of Chief Financial Officer, Artistic Director and Director of Dance Studies in line with The Place's Recruitment Policy for Senior Staff.
- 3.2.3 **the appointment of Governors** in alignment with the strategic aims set out in the Business Plan.
- 3.2.4 **the re-appointment of any Governor** at the conclusion of her/his specified term of office.
- 3.2.5 concerning any matters relating to the **continuation in office of any Governor** at any time.
- 3.2.6 the **appointment and review of Patrons including Royal Patronage**.
- 3.2.7 **appointment of the Chair and the Vice Chair** of the Board of Governors.
- 3.2.8 **the nature of committees of the Board**, and the appointment of Governors to committees of the Board.
- 3.2.9 Under the arrangements with the validating university (currently University of the Arts London), the Nominations Committee will maintain **oversight of the annual nominations for Doctoral Awards**.
- 3.3 In addition, the Nominations Committee will make recommendations on the appointment of Governors to the Equity, Diversity and Access Committee** but in pursuit of an inclusive and representative membership, that Committee is responsible for non-Governor appointments which include Staff, Students, Independent Artists and Casual Staff.
- 3.4 The Committee will also carry out the following tasks and responsibilities:**
- Appointments and re-appointments of Governors:**
- 3.4.1 before making an appointment or re-appointment, 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 a particular appointment.

- 3.4.2 consider candidates for the Board from across the full range of protected characteristics and as far as reasonably possible **ensure that Equity, Diversity and Access targets are met** in accordance with the The Place 5-year Strategic Plan
- 3.4.3 ensure that, on appointment to the Board, Governors receive a **formal letter of appointment and induction programme** setting out clearly what is expected of them in terms of time commitment, term of service, committee service and involvement outside Board meetings. For Board members who are new to the role, ensure that mentoring support is in place.

Board and Senior Leadership succession planning:

- 3.4.4 give full consideration to **succession planning for the Board and the Chief Executive** (in particular in her/his role as Accountable Officer), Chief Financial Officer, Artistic Director, Director of Dance Studies and Head of Governance (which includes Secretary to the Board) in the course of its work, taking into account the challenges and opportunities facing The Place and what skills and expertise are therefore needed on the Board in the future.
- 3.4.5 keep under review the **leadership needs of The Place**, both executive and non-executive, with a view to ensuring the continued ability of the organisation to operate successfully in the sector in which it operates.
- 3.4.6 **evaluate the success of the Governor induction programme** and make recommendations for changes and developments

Compliance and effective practice

- 3.4.7 ensure that The Place **complies with appropriate governance codes**, including Committee of University Chair (CUC) and Charity Governance Codes, or decides not to apply specific parts of such Codes and explains the reasons why. It will also consider Arts Council England's Investment Principles, particularly in relation to dynamic governance.
- 3.4.8 **monitor new legal and best practice developments** to ensure The Place is a sector leader in the area of governance.

Board and external reporting

- 3.4.9 make a **statement in the annual report** about its activities, including the membership of the committee, number of committee meetings and attendance over the course of the year; and the process used for appointments with an explanation if external advice or open advertising has not been used.

3.4.10 **make available its terms of reference** explaining clearly its role and the authority delegated to it by the Board.

3.4.11 **send minutes of committee meetings** to the next quarterly meeting of the Board.

December 2024