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**THE BRITISH SCHOOL OF MILAN – SIR JAMES HENDERSON**

**TERMS OF REFERENCE - THE NOMINATIONS COMMITTEE**

**COMPOSITION AND QUORUM**

1. The Nominations Committee (the “Committee”) will, in accordance with the by-laws of the Association, consist of four governors and the Principal. The Board of Governors will select the four governors, of which two must be Independent Governors or ex officio Governors (or persons nominated by them) and two must be Association-elected Governors.
2. The Committee Chair will be nominated by the Nominations Committee members by a majority vote. The Chairman of the Board of Governors cannot be the Committee Chair.
3. The Board Secretary will be the Committee Secretary, who will coordinate the work of the Committee, convene, and attend all meetings. The Committee will operate in a manner best suited to the agenda before it. Maximum use is to be made of e-mail and other methods of communication.
4. The Committee will meet once a year or more frequently if required.
5. The quorum for meetings is three committee members.
6. All members of the Committee may vote on recommendations to be made to the full Board, which will be passed by majority vote. The Committee Chair will have a casting vote. Other members of staff and advisors may be invited by the Committee. Attendees do not have a vote.

**DUTIES AND REMIT**

1. The Committee will conduct regular skills audits of the Board of Governors, identify current gaps or those likely to occur upon members’ terms expiring, seek out suitable candidates or applicants to fill those gaps and generally coordinate the appointment of non-Association-elected governors and the election process for Association-elected governors. The Committee will also review the applications of candidates for Association-elected governors, *ex oficio* governors and candidates nominated by *ex oficio* governors.
2. The Committee is to make recommendations to the Board of Governors on:
   * the appointment and re-appointment of the Independent Governor candidates and, where applicable, those candidates (up to three) nominated by *ex oficio* governors; and
   * the suitability of the *ex oficio* governor candidates (and, in the unlikely circumstances that such candidate(s) is/are not deemed suitable, the Board of Governors may request the Nominations Committee to seek another candidate from the same institution to fill that position).
3. The Committee will actively seek to identify individuals able to serve as Independent governors and Association-elected governors.

The process may include:

* + consultation with existing or former members of the Board of Governors, existing and former parents, and former pupils.
  + contacting members of institutions or organisations with the backgrounds and skills listed below.
  + arranging to speak at meetings of professional and trade associations.
  + subject to budget approval, advertisements in local and national newspapers and publications; and
  + subject to budget approval, the use of recruitment agencies.

1. Generally, the Board of Governors needs to contain members from the following backgrounds and skills (preferably with a proven track record in his/her chosen field):
   1. **Education (preferably British):** Serving Head, Retired Head, Education Inspector, University Lecturer, with ideally representation of Lower and Upper School experience.
   2. **Finance/banking:** Chartered, Certified or Management Accountant (*contabile, dottore commercialista*), banker, Finance Director (*direttore finanziario*).
   3. **Business/management/governance:** Company Chairman, Chief Executive, Company Director, Managing Director, private equity executive, non-executive director, corporate governance expert.
   4. **Property:** Architect, Chartered Surveyor (*geometra, perito*), Engineer (*ingegnere*), Property Manager/Developer, health & safety.
   5. **Law:** Solicitor (*avvocato*), judge, with experience in Compliance, Labour law.
   6. **HR:** HR Director (*direttore del personale*), Personnel Consultant (*consulente del personale*).
   7. **PR/marketing/communications:** Marketing and Communications executive, Sales executive, Public relations executive, Media executive.
   8. **ICT:** information communication technology professional, including systems analysts, software developers, web specialists, social media specialists.
   9. **Fundraising**: record of successful fundraising campaigns, ideally in education.
   10. **Planning:** with experience in management of Local Government consents etc.
   11. **Healthcare: Public Health specialist, experienced medical professional with ATS (Agenzie di Tutela della Salute) experience.**
2. All candidates (including *ex oficio* Governors and persons nominated by them) must undergo the checks deemed appropriate by the Committee and provide the documentation requested to support their candidature, which may include the following:
   * full *curriculum vitae* (including educational background, relevant work experience and evidence of English-language skills).
   * presentation (in sufficient detail) on how their candidature fulfils the expertise requirements set out by the Nominations Committee or would otherwise be beneficial to the Governing Body.
   * the details of two referees which may be contacted by the Nominations Committee.

Any appointment is subject to a criminal record check, a signed Code of Conduct and register of Conflicts of Interest declaration and, except for Association-elected governors, the approval of the Board of Governors.

1. Once a suitable candidate indicates an interest in serving on the Board of Governors, arrangements are made for him or her to come to the school to meet the Chair of Governors and the Principal, to tour the school and to discuss in more detail the duties of a governor. Ideally, one member of the Committee should be present at this time.
2. Members of the Committee will make themselves available to candidates to explain the workings of the Board of Governors, the skills required on the Board of Governors and answer any queries such candidates may have.
3. If the candidate is keen to progress and is seen as suitable for nomination by the Committee, the Chair of the Committee will make a recommendation to the Board of Governors. If approved by the Board of Governors, the Committee Secretary will issue a formal invitation for that candidate to join the Board of Governors.
4. For the avoidance of doubt, the procedure described in paragraphs 11-14 above shall only apply to the selection of Independent Governors, candidates nominated by *ex oficio* governors and candidates sought to replace any Board member who has resigned or has died.

**ROLE OF THE COMMITTEE IN THE ELECTION PROCESS FOR ASSOCIATION-ELECTED GOVERNORS**

1. The by-laws of the Association establish the general rules for the election process for Association-elected governors. The Committee may establish more detailed procedures for the election process and may make these known to members of the Association as appropriate to ensure a fair and transparent election process.
2. The general terms of the procedure to be followed during the election process has been approved by the Board of Governors on the understanding that it may be amended by the Committee as it deems appropriate.
3. The current procedure is set out below:
   1. At least 2 months prior to the AGM the Committee must make an open request to all members of the Association for candidates with specific skills or competencies (to be determined according to these Terms of Reference and considering any resigning members of the Board or members of the Board whose term is expiring).
   2. Any Association-elected member of the Board intending to re-apply for election must declare his/her intention to re-apply for election at least 3 months prior to the AGM and in any case before the formal request for candidates is sent to members of the Association. If he/she is also a member of the Committee, from that date he/she will automatically resign from the Committee.
   3. As established in the by-laws, the deadline for presentation of candidates as Association-elected Governors is 35 days prior to the AGM.
   4. The Committee will review all applications received within the deadline noted above and, between days -35 and -20 prior to AGM the Nominations Committee:
      1. will send to all candidates all relevant information on the functioning of the Board (terms of reference, code of conduct, Conflicts of Interest declaration, etc.).
      2. will make themselves available to candidates to explain the workings of the Board of Governors, the skills required on the Board of Governors and answer any queries such candidates may have.
   5. If by day -35 before the AGM only four or less candidates present themselves for election (as described in the by-laws), the Nominations Committee may, in the period prior to the start of the election process actively seek one or more additional candidates.
   6. At least 20 days prior to the AGM, the Nominations Committee must:
4. reiterate to members of the Association the skills sought of candidates at that election.
5. confirm to members of the Association the names and relevant details of the proposed Association-elected candidates presenting themselves for election (which may include any candidates nominated by the Nominations Committee if only four or less candidates presented themselves for election on day -35).
   1. In the period from -20 days before the AGM and the first day of voting for candidates, the Nominations Committee may make a formal presentation to Association members of the Association-elected Governor candidates.
   2. The Nominations Committee may set out from time to time what is deemed to be appropriate (and inappropriate) behaviour by candidates during the election period.
   3. As described in the by-laws, the Nominations Committee may also nominate one or more individuals from amongst the members of the Association to replace any Board member who has resigned or has died. Each such individual(s) will become Association-elected Governor(s) until the next following AGM. At that subsequent AGM, any person (including the Governor(s) nominated the previous year by the Nominations Committee) may present him/herself for election (i.e. as described in the by-laws, there may be five (or more) candidates for election at that AGM).
   4. The profiles of candidates and, where deemed appropriate, the recommendations of the Board, should be made available on a secure section of the School’s website.

**OTHER DUTIES**

1. Undertake tasks and further research as directed by the Board of Governors.

**REPORTING**

1. The minutes of a meeting constitute the report of the Committee to the Board of Governors. Papers considered by the Committee will be made available to governors.