

BCS, The Chartered Institute for IT

GUIDELINES FOR NOMINATIONS COMMITTEE v15

This document provides an outline of the role of Nominations Committee and the processes it follows to fulfil its role. It contains policy decisions which authorise it to do certain activities and/or to guide the way it works. The document will be available to all BCS Members.

Responsible Body	Nominations Committee
Version Number	v15
Prepared by	Registrar Department
Date Approved	15 May 2018
Date Issued	15 May 2018
Date last reviewed	15 May 2018

Nominations Committee ToR's updated to reflect quorum of six. Section 1.1 updated with new version of ToR's. Approved at 13 March 2013 AGM. See AGM 2013 minutes - Special Resolution 5 (page 9).	10	13 March 2013
Reference to training requirements for Nominations Committee members (section 2.5) added and mention of Engineering and Science Board removed. Approved at Nominations Committee meeting on 20 May 2014 (NC/2014/026 App 1). See Nominations Committee minutes NC/2014/040 para 6.1.	11	20 May 2014
Para 1.3.2 – remove the reference to BCS Director on AbilityNet Board as the position is no longer required. Remove the reference to a BCS representative on the CEPIS Council as responsibility now rests with the BCS Professionalism Board to seek candidates. Addition that Nominations Committee seeks candidates to recommend as Chair of Registration Standards Committee. Para 3.3.3 – amendment to note that Nominations Committee approaches all trustees, not only Vice-Presidents when seeking candidates for Deputy President. Para 3.5 – removal of a reference to the instigation of a now well established process.	12	19 May 2015

Confidential to BCS Members

<p>Para 4.3 – Defining that Council has met four times per year recently.</p> <p>Para 6 – Public Honours additional wording</p> <p>Para 8 – Addition of the word ‘Group’ to Chief Executive to distinguish it from the Learning & Development Chief Executive.</p> <p>Clarify that one L&D NxD will sit on the working group to recruit a Group CEO.</p> <p>Replace the Head of HR with the registrar on the Group CEO recruitment working group.</p>		
<p>Extract of updated Members’ Regulations included, plus general update and tidy up throughout the Guidelines</p> <p>Approved at Nominations Committee meeting on 17 May 2016 (NC/2014/020 App A). See Nominations Committee minutes NC/2014/027 para 5.1.</p>	13	17 May 2016
<p>Amendments to reflect the change in composition of Nominations Committee as agreed by the Professional Membership at 2017 AGM. Also change to the process for questioning candidates for Deputy President.</p> <p>Approved at Nominations Committee meeting on 16 May 2017 (NC/2017/014 App A). See Nominations Committee minutes NC/2017/018 para 5.</p>	14	16 May 2017
<p>Remove 2nd paragraph of 1.3.1 due to dissolution of the Professionalism Board at 2017 AGM.</p> <p>Approved at Nominations Committee meeting on 15 May 2018 (NC/2018/018 Annex A). See Nominations Committee minutes NC/2018/021 para 5)</p>	15	15 May 2018

CONTENTS

	<u>Title</u>	<u>Page</u>
1	Role of Nominations Committee	4
	1.1 Terms of Reference	4
	1.2 Succession planning at Board membership level	5
	1.3 Other succession planning	6
2	Governance framework	6
3	Nominations for the office of (Deputy) President	7
	3.1 Introduction and term of office	7
	3.2 Role	8
	3.3 Candidates - who and number of recommendations	8
	3.4 “Sounding out” process	9
	3.5 Council election process – question and answer session	9
4	Nominations for the office of Vice-President	10
	4.1 Introduction – appointments of Chairs and elections of Vice-Presidents	10
	4.2 Criteria – and eligibility to become a trustee of the Institute	10
	4.3 Role – role descriptions	11
	4.4 Candidates	11
	4.5 “Sounding out” process	11
5	Nominations for Distinguished Fellows	11
6	Nominations for Public Honours	12
7	Nominations for Fellowship of the Royal Academy of Engineering	12
8	Recommendation for appointment of the Chief Executive	12
9	Criteria for members to provide specific expertise to Nominations Committee	13
10	Review of Guidelines for Nominations Committee	13

Appendices (separate from this document)

- Appendix 1 President, Deputy President, immediate past President and Vice-Presidents (Honorary Officers) - extracts from Charter, Bye-laws, Members’ Regulations and Trustee Board Regulations.
- Appendix 2 Section 5 of the Council Regulations for the Conduct of Council business - Election of Honorary Officers
- Appendix 3 2018 & 2019 schedule of meeting dates for Nominations Committee, Trustee Board and Council, including summary of cyclical business.
- Appendix 4 Role Descriptions for Senior Volunteer Roles

1. Role of Nominations Committee

The role of Nominations Committee has expanded and evolved considerably over the past few years. Its primary role is succession planning to ensure that the Institute enjoys an orderly and well managed succession of candidates to fill the various posts within the Nominations Committee remit.

1.1 Terms of Reference

The Terms of Reference for Nominations Committee is different from the Terms of Reference of other committees and Boards of Trustee Board in that it is included in the Members' Regulations, rather than in Trustee Board Regulations. Trustee Board can amend its own regulations but the Institute's Members' Regulations can only be amended by the Professional Membership voting in favour of a Special Resolution, usually as part of the AGM process and previously agreed by Trustee Board.

This reflects the strategic importance of Nominations Committee and its influence on developing the leadership of the Institute. It also reflects the important relationship between Nominations Committee and the (advisory) Council of the Institute, as Nominations Committee recommends the election of Honorary Officers directly to Council for it to elect. Nominations Committee reports to Trustee Board, but has an advisory role to Council, and one that needs to be as transparent and as consultative as possible in order to engender the trust that Council places in its processes and decisions.

Nominations Committee –Terms of Reference, as at 15 March 2017

<p>3. NOMINATIONS COMMITTEE</p> <p>The Terms of Reference and Constitution of the Nominations Committee shall be as follows:</p> <p>3.1 Terms of Reference</p> <p>The Nominations Committee is a Committee of the Trustee Board and is responsible for:</p> <ul style="list-style-type: none">3.1.1 Nominations for the offices of President, Deputy President and Vice-President to be elected by the Council3.1.2 Providing advice to Trustee Board on the selection of candidates suitable for the office of committee or board chair, and providing recommendations for the office of committee or board chair3.1.3 The recommendation to the Trustee Board for the appointment of the Chief Executive when the post falls vacant3.1.4 Nominations for public honours3.1.5 Nominations for Distinguished Fellowship. <p>3.2 The constitution of the Nominations Committee shall be:</p> <p>Ex Officio: The President The Deputy President</p>
--

Confidential to BCS Members

The immediate past President (chair)
The Chief Executive

Elected:

One past President elected by the Council.

One non-executive director of BCS Learning & Development Ltd ('L&D'), who may or may not be a member of the Institute, elected by the Trustee Board and confirmed by the Council.

One professional with human resource ('HR') experience, who may or may not be a member of the Institute, elected by the Trustee Board and confirmed by the Council.

Two Council Members who must be Professional Members, elected by the Council. Up to two industry leaders elected by the Trustee Board and confirmed by Council.

Ex officio members shall hold office for as long as they hold Honorary Office or the office of Chief Executive as the case may be.

Elected terms of office for the past President, Council Members and industry leaders and the professional with HR experience shall be for three years. The non-executive director of L&D shall hold office for three years or until he or she ceases to be such non-executive director, if earlier. At least one year shall elapse before an individual is eligible for re-election.

The quorum for the Nominations Committee shall be six.

A member of Nominations Committee who attends a meeting of it by means of any communication equipment which allows all persons participating in the meeting to hear and speak to each other for the entirety of any matter under consideration shall be deemed to be present in person for that part of the meeting and shall be entitled to vote on a matter for decision or be counted in a quorum accordingly.

3.3 Procedures

The Nominations Committee shall put forward to Council not more than four candidates, and may put forward a single candidate, for election to each of the offices of President, Deputy President and each Vice-President. The Chief Executive may participate in the appointment of a new Chief Executive but not vote on the issue in Nominations Committee.

1.2 Succession planning at Board membership level

This is a standing agenda item.

The Terms of Reference, above, authorises Nominations Committee to make recommendations for the office of committee/board chair reporting to Trustee Board.

Confidential to BCS Members

Nominations Committee has a role regarding succession planning for Vice-Presidents/Chairs of its Boards and committees and for reviewing Board and committee membership lists at each meeting of Nominations Committee¹.

Nominations Committee maintains a "Resource Pool" list, contained in two parts: Part I is a list of Past Presidents and Trustees; Part II is a list of current Council members.

1.3 Other Succession planning

1.3.1 Chairs, Vice-Chairs and members of the BCS Professional Conduct Panels

Trustee Board appoints Chairs, Vice-Chairs and members of the BCS Investigation and Disciplinary Panels.

Nominations Committee is responsible for providing Trustee Board with nominations for the roles of Chair, Vice-Chair and members of the Investigation Panel and of the Disciplinary Panel.²

1.3.2 Nominations Committee is required from time to time to identify candidates for other positions for which no other Board or Committee has responsibility such as the trustee directors appointed by Trustee Board to sit on the BCS Learning and Development Ltd Board, and the Chair of the Registration Standards Committee (who is not required to be a trustee) which reports to Trustee Board.

1.3.3 It also identifies, for recommendation to Trustee Board and Council, individuals to fill the industry leader roles, L&D trustee and a professional with human resource experience on Nominations Committee (see paragraph 9 below).

2. Governance framework

2.1 In addition to its Terms of Reference, the same set of governing documents/guidelines that apply all BCS Boards and Committees also apply to Nominations Committee:

- The Guidelines for the Conduct of Business in BCS Boards and Committees.
- Procedure for the Conduct of Electronic Meetings of BCS Boards and Committee
- Schedule 6 to Trustee Board Regulations - Responsibilities of BCS Officers
- BCS External Representation Policy

2.2 Nominations Committee must also take cognisance of governing documents in its sphere of activity, most notably the below - appendices to these guidelines:

Appendix 1 President, Deputy President, immediate past President and Vice Presidents (Honorary Officers) - extracts from Charter, Bye-laws, Members' Regulations and Trustee Board Regulations.

¹ Discussed at NomCom June 2005 meeting, and authorised by Trustee Board in July 2005.

² Agreed by Trustee Board 16th November 2005

Confidential to BCS Members

Appendix 2 Section 5 of the Council Regulations for the Conduct of Council business
- Election of Honorary Officers

Appendix 4 Senior Volunteer Roles

The Registrar will advise Nominations Committee of the relevant governance requirements.

- 2.3 Nominations Committee's planning and work need to take place in time to report to the relevant meetings of Trustee Board and Council.

Appendix 3 to these guidelines, the current schedule of meeting dates, provides an indication of the cyclical items of business undertaken by Nominations Committee, Trustee Board and Council.

Nominations Committee will advertise vacant positions on the BCS website and other places.

- 2.4 It is important for Nominations Committee to understand the distinction between the appointment of Chairs of Boards and Committees and the election of Honorary Officers.

Trustee Board **appoints** Chairs of Boards and Chairs of its committees. Council **elects** Vice-Presidents, who are normally chairs of Boards.

In terms of timing, therefore, Nominations Committee will in the first instance make a recommendation to Trustee Board for the appointment of a Chair of a Board; and once Trustee Board has made that appointment, Nominations Committee will usually recommend to Council that it elect that person as a Vice-President.

- 2.5 Nominations Committee may from time to time undertake training programmes as requested by Trustee Board.

- 2.6 From time to time Nominations Committee and/or Trustee Board make "policy" decisions that are intended to improve the way that Nominations Committee works. The Registrar will update the Nominations Committee Guidelines with such "policy decisions" accordingly.

3. Nominations for the office of (Deputy) President

See Appendix 2 - Section 5 of the Council Regulations for the Conduct of Council business - Election of Honorary Officers

3.1 Introduction and term of office

At the appropriate meeting each year Council formally elects:

- A President for a one year term of office, to commence office at the close of the next AGM. The person put forward for this formal election is the person whom Council had elected as Deputy President at its previous election meeting, with the intent that she/he would succeed the current President unless there is an unforeseen change in their personal circumstances. The President serves as Chair of Trustee Board.

Confidential to BCS Members

- A Deputy President for a one-year term of office, to commence office at the close of the next AGM. Council makes that election with the clear expectation that the person elected as Deputy President will take office as President the following year unless there is an unforeseen change in their personal circumstances.

It is therefore important to consider the role of President as well as Deputy President when considering candidates for this office.

This appointment will be noticed outside the Institute as well as within. Who is appointed will affect how the Institute is seen.

3.2 Role

The Institute asks its President to fulfill four key roles:

- To lead the Board of Trustees and, through this role, to act as a mentor and confidant to the Group Chief Executive in a similar manner to the Non-Executive Chair of a company board.
- To lead the strategy and direction of the Institute, through chairing the Trustee Board and in consultation with the Council.
- To be the public face of the Institute, speaking on its behalf in public and, where possible, using their personal standing to enhance the Institute's influence with the profession, Government, media, business and the public at large.
- To work with the Chair of Council, elected by the elected members of Council to ensure that members of the Institute remain sighted on the key challenges faced and, through their elected Councillors, have an opportunity to contribute to the Institute's strategic decision making.

Preference will be given to candidates who meet as many of the criteria contained in the candidate specification as possible (see Appendix 4 – role descriptions for senior volunteer roles).

3.3 Candidates – for Deputy President - who and number of recommendations

3.3.1 The Institute must be clear about what sort of candidates it wants. The Institute represents a very diverse community with its members drawn from most sectors of the economy. The Institute must decide whether it wishes its presidential candidates over time to reflect this diversity, as is done at present, or whether this is unimportant.

3.3.2 Number of recommendations to Council - Members' Regulations state "The Nominations Committee shall put forward to Council not more than four candidates, and may put forward a single candidate, for election to each of the offices of President, Deputy President and each Vice-President."

A recommendation of only one candidate for the office of Deputy President (future President) effectively provides Council with no choice and could cause a potential problem if Council was reluctant to elect the person nominated; conversely recommending three or four names would amount to Nominations

Confidential to BCS Members

Committee abrogating its task completely to Council. The aim is therefore to recommend two candidates to Council if at all possible.³

Recommendations by Nominations Committee to Council do not provide any order of preference.

As stated above, (3.1) it is practice to recommend only one person for the office of **President** – the Deputy President. The President serves as Chair of Trustee Board. Therefore the criteria for President in Appendix 4 should be considered in addition to the description for Deputy President.

3.3.3 Pool of candidates - Nominations Committee routinely considers all trustees for the office of Deputy President.⁴

Nominations Committee invites Council at the appropriate meeting each year to provide nominations for the office of Deputy President. The communication to Council and Trustee Board inviting nominations should state clearly that Nominations Committee will consider all current trustees, so that it is not necessary to nominate trustees.

3.4 “Sounding out” process – for the role of Deputy President

The conduct of the Nominations Committee in the selection of all candidates must be as consultative as possible, within sensible limits of discretion, particularly in the early part of the process. It is essential that the Nominations Committee, or its delegate/s, always be in control of approaching potential candidates in determining their willingness to accept their nomination for election to a specific post. The potential candidates also need to understand that there will probably be an election involving more than one candidate and that the election process includes a “question and answer” session during a Council meeting. Therefore the candidates will be expected to attend the election meeting of Council.

3.5 Council election process – question and answer session

The Council Regulation concerning the election of the Deputy President states that Council members will have the opportunity to question each of the nominees on aspects of their nomination, in the absence of other nominees, but there will be no discussion regarding the personal merits of the nominees.

Nominations Committee also agreed⁵ that Council members would be invited to submit questions for the candidates for Deputy President in advance of the election meeting in order for the questions to be consolidated and asked of each candidate. The Chair of Council would be invited to allow supplementary questions to those received in advance so that the platform skills of each candidate could be assessed.

There was also agreement that the question and answer session was just as appropriate for any “outsider” candidate for the role of Deputy President, who would

³ Discussed and agreed at NomCom in March 2005.

⁴ Discussed and agreed at NomCom in March 2011.

⁵ NomCom meeting February 2017.

Confidential to BCS Members

have to convince Council that her/his knowledge of the Institute was up to speed and that he/she was a suitable candidate.⁶

4. Nominations for the office of Vice-President

See Appendix 2 - Section 5 of the Council Regulations for the Conduct of Council business - Election of Honorary Officers

4.1 Introduction – appointments of Chairs and elections of Vice-Presidents

Vice-Presidents are Honorary Officers, elected by Council. Their term of office is a maximum of three years (this is the usual), renewable once only.

The Institute may have a maximum of nine Vice-Presidents, including the Vice-President Finance (see Appendix 4 – role description for senior volunteer roles). The Vice-President Finance is the only Vice-President that the Bye-laws and Members' Regulations specify by name/role – that person is also Chair of the Risk, Audit and Finance Committee.

As stated in paragraph 2.4 of this document, it is important for Nominations Committee to understand the distinction between the appointment of Chairs of Boards and Committees and the election of Honorary Officers.

Trustee Board **appoints** Chairs of Boards and Chairs of its committees. Council **elects** Vice-Presidents, who are normally chairs of Boards.

In terms of timing, therefore, Nominations Committee will in the first instance make a recommendation to Trustee Board for the appointment of a Chair of a Board; and once Trustee Board has made that appointment, Nominations Committee will usually recommend to Council that it elect that person as a Vice-President.

4.2 Criteria – and eligibility to become a trustee of the Institute

The selection of Vice-Presidents and Chairs has many of the same issues as those for Deputy President and President, particularly if the appointments are made with an eye to the future.

Vice-Presidents are trustees of the Institute and are in law (1) the equivalent of company directors and (2) charity trustees. Trustee Board needs to ensure that not only are the Institute trustees eligible/not disqualified from acting as trustees, but that they are also competent and provide the necessary balance of knowledge, skills and experience needed on Trustee Board.

All BCS trustees are required to sign a declaration of their willingness and eligibility to become a BCS trustee, before their nomination to Council for election⁷, and to declare any interest they may have in accordance with the Conflict of Interests Policy for BCS Trustees. They also undertake to sign a declaration agreeing to abide by the provisions of the Code of Conduct for BCS Trustees.

4.3 Role – role descriptions – for the office of Vice-President/Chair of a Board

⁶ Discussed and agreed at NomCom in March 2006.

⁷ The Registrar will request the candidate to provide this.

Confidential to BCS Members

The role of a Vice-President is a demanding one. A Vice-President not only (usually) chairs a Board, with a minimum of 4 meetings a year and much work to do in between, but is also a member of Trustee Board, which meets up to 6 times a year, and of Council, which meets four times a year. There are also numerous Institute events to attend.

See appendix 4 - role descriptions for senior volunteer positions

4.4 Candidates – for the office of Vice-President - who, and number of recommendations

Whilst it is expected that the majority of those appointed as Chairs of Boards/elected as Vice-Presidents will already be active and reasonably well known within the Institute structure, there is value in periodically electing to senior office someone who has not been actively involved in the structure of the Institute.

Nominations Committee may put forward up to four candidates for election to the office of Vice-President, but may put forward a single candidate. It is usual practice to put forward only one candidate, mainly for the reason that it would be difficult to “recruit” candidates who are prepared to enter a (contested) election for that position, but also for other practical reasons such as the availability of candidates. As stated above in paragraph 4.1, the candidate is invariably the Chair of a Board and the term of office as Vice-President and Chair of that Board run concurrently.

4.5 “Sounding out” process – for the office of Vice-President

The conduct of the Nominations Committee in the selection of all candidates must be as consultative as possible, within sensible limits of discretion, particularly in the early part of the process. It is essential that the Nominations Committee, or its delegate/s, always be in control of approaching potential candidates in determining their willingness to accept their nomination for election to a specific post.

The potential candidate/s also needs to understand the requirements of the role (above).

The selected candidate should be acceptable to the Board or committee that they will chair, and mechanisms are needed to consult with all concerned. There could be occasions when the Trustee Board wishes to make an appointment that is not supported by the Board, and the flexibility to do this should be preserved. Such an appointment should be made with the potential candidate(s) aware of the circumstances.

5. Nominations for Distinguished Fellows

This is a standing agenda item.

From time to time, the Institute considers the award of a Distinguished Fellowship to members of the computing profession in recognition of notable service to the advancement of Computing.

There is no overall limit to the number of Distinguished Fellows although it is expected that there will be no more than one Distinguished Fellow elected every two years.⁸

⁸ Trustee Board July 2007.

Confidential to BCS Members

The Nominations Committee is responsible for identifying and nominating to Trustee Board candidates for the award of Distinguished Fellowship. It will consult as widely as possible to fulfil this responsibility.

Nominations Committee will include in its consideration for the recommendation of Distinguished Fellows the person/s recently invited to present the Turing Lectures⁹.

6. Nominations for Public Honours

This is a standing agenda item.

The Nominations Committee is responsible for identifying members of the Institute, and others, who may be suitable nominees for Public Honours (New Year and Queen's Birthday). The Chief Executive/Registrar are responsible for preparing the nominations for submission to the Ceremonial Secretariat.

Nominations Committee welcomes proposed Public Honour nominations from the body of Institute membership. All initial proposals should be submitted via the Registrar.

Nominations for Public Honours are confidential to members of Nominations Committee and do not require the approval of Trustee Board.

7. Nominations for Fellowship of the Royal Academy of Engineering

Nominations Committee has delegated this process and piece of work to the BCS Academy of Computing Board¹⁰ which has the skill and experience to identify candidates and prepare the very detailed information required for nominations.

8. Recommendation for the appointment of the Group Chief Executive

Nominations Committee's terms of reference are contained in Members' Regulations and include:

Members' Regulation 3.1.3: The Nominations Committee is a Committee of the Trustee Board and is responsible for the recommendation to the Trustee Board for the appointment of the Chief Executive when the post falls vacant

The Nominations Committee is responsible for the recommendation to the Trustee Board of a candidate for the post of Group Chief Executive when the post falls vacant.

This is normally handled by a Working Group appointed by the Nominations Committee and consisting of:

- The President
- The Immediate past President (Chair)
- Deputy President
- VP Finance

⁹ Trustee Board July 2007.

¹⁰ Agreed by Nominations Committee October and December 2010.

Confidential to BCS Members

- One L & D Independent non-executive director
- Registrar (Secretary)

The Working Group may seek advice from others as it sees fit and invite others to join the working group. Nominations Committee's Terms of Reference states that the Group Chief Executive may participate in the appointment of a new Group Chief Executive but not vote on the issue in Nominations Committee.

9. Criteria for members to provide specific expertise to Nominations Committee

9.1 Nominations Committee decided on the following criteria for identifying suitable Industry Leaders to serve on Nominations Committee:

"a suitable industry leader, in current employment and preferably a BCS member"¹¹

This is a generic term and includes leaders from academia and the public and private sectors.

9.2 To provide cross-representation from BCS Learning & Development Ltd ('L&D'), one non-executive director of L&D, who may or may not be a member of the Institute.

9.3 To enhance Nomination Committee's capabilities, one professional with human resource ('HR') experience, who may or may not be a member of the Institute.

10. Review of Guidelines for Nominations Committee

Nominations Committee will normally review these guidelines at the first meeting after the AGM. The Registrar will update them as required.

¹¹ NomCom June 2004, endorsed by Trustee Board June 2004.