

# Terms of reference for the Appointments and Selection Committee

Approved by the Board: June 2024

Approved by the Advisory Council: July 2024

Review due: July 2026

The Appointments and Selection Committee (A&SC) is a committee of Advisory Council. It works closely with the Governance Committee on elections and appointments policy and procedures

## 2. Responsibilities

The Council has delegated responsibility to the Committee for the following:

- Running LI elections.
- Appointing the Independent Scrutineers.
- Selecting the chairs of the Standing Committees of the Board of Trustees (who are ex-officio members of the Board and are appointed by the Council)
- Selecting the Independent Trustees on the Board who are appointed by the Council.

Eligibility for these posts is set out in the Institute's By-laws and in individual role descriptions.

### 2.1 LI Elections (By-Laws 13-18)

- Work with the Governance Committee to draft and review the Elections Policy and Procedures ahead of each election cycle to ensure it meets best practice and make recommendations for any revisions to the Board and Council for approval and oversee its implementation.
- Appoint the Independent Scrutineer

### 2.2 Appointments of chairs of Standing Committee

- Oversee the implementation plans and timetables for the selection of chairs of the Standing Committees under the LI appointments procedure for appointment.
- Make recommendations for appointments to the Council for approval.
- For the avoidance of doubt the A&SC may exclude candidates that are deemed unsuitable (with a recorded justification for this decision).

## 2.3 Council appointments of ‘Independent Trustees’ (By-Law 22.4.1)

- Oversee the implementation plans and timetables for the selection of Independent Trustees under the LI appointments procedure
- Make recommendations on suitable candidates for appointment to the Council for approval.

(Noting that the A&SC will receive the recommendations from the Board on the skills gaps and requirements needed ahead of assessing candidates and seek views from the Board, as appropriate, before making recommendations on final candidates to the Council for approval)

- For the avoidance of doubt the A&SC may exclude candidates that are deemed unsuitable with a recorded justification for this decision.

## 3. Membership of the Appointments and Selection Committee

The committee is appointed by the Council in accordance with Regulation 20 and consists of six members of Council who are not Trustees, at least one of whom shall be a Fellow of the Institute, and additionally an independent member with an HR background or experience of appointing Trustees.

The interview panels for the chairs of Standing Committees and the Independent Trustees on the Board should also include the Chair of the Board, in a non-voting capacity, to advise the committee on those candidates best able to complement the knowledge, skills and backgrounds of the current Trustees.

- The Chair of the A&SC shall be appointed by Council
- The quorum is three members
- Members of the Committee will be appointed for a term of office to be decided by the Council, consistent with their membership on the Council.

## 4. Meetings

The committee will communicate and agree to meet as appropriate during the selection and election period.

Decisions will normally be taken on the basis of consensus, and otherwise on the basis of a simple majority of members present and voting at a duly convened meeting, which may include electronic communications. The Chair of the Committee may cast a second or casting vote only if there is a tied vote.

## 5. Accountability

The actions of the committee are directly attributable to the Landscape Institute. All members of the A&SC have a general duty to act in the best interests of the Landscape Institute and to adopt the standards for committee members and Trustees, which are based on the principles of the Nolan Committee.