
Terms of Reference for MSI Nominations Committee

Authority

The MSI Reproductive Choices (MSI) Nominations Committee (NomCo) is a sub- committee of the MSI Board of Directors and shall conduct all activities within these Terms of Reference

Purpose and Responsibilities

The purpose of the Nominating Committee is:

- to nominate or support the nomination of candidates for trustee roles
- to oversee succession planning for trustees

The responsibilities of the Committee are set in the Appendix.

Membership and Quorum

- Members shall be appointed by the Board and shall consist of at least three MSI board members.
- To be quorate, a NomCo meeting requires at least two trustees to be present.
- The Chair of the committee shall be appointed by the Board for a fixed term.
- All other Board members shall have the right to attend.
- The NomCo may ask appropriate executives such as the CEO or Chief Financial Officer to attend to advise it on relevant matters as it shall think fit.

Attendance and frequency of meetings

- The NomCo will meet at least once per year and otherwise as the Board or the Committee members think appropriate.

Reporting

- The NomCo will report to the board after each meeting.
- Minutes of each meeting will be taken and made available to the Board members and relevant parties as appropriate.
- The NomCo will discharge the responsibilities set out in the appendix.

Review and evaluate

- The NomCo will review its performance from time to time and assess where change maybe needed (if any).

Reviewed and approved by the Nominations Committee on 17th June 2022

Approved by the MSI Board on 30th November 2022

Appendix

The responsibilities of the Committee shall be:

1. Nomination

- a. to receive nominations for trustee or any trustee officer role on the Board and to oversee and/or support the process for recruitment of such trustee or officer role as shall otherwise be agreed with the Board

2. Succession Planning

- a. to consider and provide succession planning for trustees taking into account the skillsets and experience provided by relevant trustees, and also any additional skillsets required by the Board.

3. Trustee terms

- a. to consider and advise the Board on the appropriate length of trustee appointment terms, and the balance of skills and experience required;
- b. to monitor trustee appointment terms – currently agreed to be 3 years - and prior to the end of each term, to advise the Board and recommend consideration be given as to whether such trustee should be re-elected; and
- c. where a trustee has served term(s) which amount to more than nine years in succession, to inform the Board and recommend a rigorous review of such appointment taking into account the need to ensure a balance of skills and experience on the Board as well as the need to progressively refresh the Board; and to explain the reason for any re-appointment in MSI's annual report and accounts

4. Other matters

- a. to perform any other function connected to the responsibilities of the Committee or as maybe requested by the MSI Board.