



Irish Centre for European Law

Irish Centre for European Law (“ICEL”) Nomination Committee Terms of Reference

The Nomination Committee of ICEL is established by operation of Articles 65 and 70 of the Constitution of ICEL.

1. Purpose of the Committee

To advise the Board, Audit Committee and General Meeting of ICEL, as necessary, regarding vacancies that arise from time to time in the following positions:

- the offices of President, Deputy President, Secretary and Treasurer;
- membership of the Board of Directors;
- the executive offices of Chief Executive Officer, Research Director, Deputy Director, Assistant Directors and Administrator;
- membership of the Audit Committee;
- such other offices, membership of Committees or staff positions in respect of which the Board considers it convenient to delegate consideration of vacancies.

2. Scope of the Committee

(a) The Nomination Committee shall advise Board upon:

- (i) the vacancy, notified vacancy, and (in good time) any pending or likely future vacancy in the offices, memberships and positions set out in Clause 1 (save where otherwise appearing, hereinafter referred to as “vacancy”),
- (ii) taking diversity and inclusion into account in the offices, memberships and positions set out in Clause 1,
- (iii) prior to each Annual General Meeting, the diversity, inclusiveness and balance of the Board, Committees and staff of the Centre, including but not limited to

gender, age, ethnicity, sexual orientation, the inclusion of members of the legal professions and those involved in legal education, and geography in terms of residence or place of business on the island of Ireland,

- (iv) policies for the monitoring of diversity and inclusion in the Centre's staff, jointly with the Employment and Remuneration Committee in respect of staff;
 - (v) any other matter the Board shall prescribe, or which the Nomination Committee considers relevant to the appointment of staff or election of officers, Board or Committee members and roles within the Centre.
- (b) When one or more of the above positions becomes vacant or will become vacant, the Nomination Committee shall seek out individuals who, in the view of the members of the Nomination Committee, have the necessary experience, knowledge and skills to undertake the vacant position.
- (c) In considering a vacancy, the Nomination Committee shall assess the needs of the Centre and the Board, and shall advise the Board (and the General Meeting and Audit Committee in the case of a vacancy on the Audit Committee) on –
- (i) the appropriate criteria, skills, qualifications and experience required for the office or role at that point in time (having regard to the anticipated circumstances and needs of the Centre),
 - (ii) the impact of particular appointments on the diversity and inclusion of the Board or the Audit Committee as the case may be,
 - (iii) the process for recruitment, including whether and in what manner advertisement should take place,
 - (iv) the identification of potential candidates for a particular or future vacancies, including the recommendation of such candidates, and
 - (v) any other matter which the Board asks it to consider, including drafting job specifications for the vacancy for the approval of the Board and including assessment and interviewing of candidates if requested by the Board.
- (d) The Nomination Committee shall have the power to advertise positions in whatever manner it deems appropriate and to hold interviews with candidates in whatever manner it deems appropriate, including by phone, in person or by any other forms of communication.
- (e) The Nomination Committee shall advise the Board, Audit Committee and General Meeting, as necessary, on its identified candidate or candidates for the necessary approval for appointment in the relevant vacant position in accordance with the Constitution of ICEL.

- (f) The Nomination Committee shall consider and take into account diversity and inclusion when advising the Board, Audit Committee and General Meeting on any vacancy or vacancies.
- (g) The Nomination Committee may advise on such number of appropriate candidates for each vacant position as it deems appropriate.
- (h) The Nomination Committee shall be subject to the Board of ICEL and the scope of its function and responsibilities may be narrowed or broadened by the Board from time to time.

3. Membership of the Committee

- (a) The Nomination Committee shall comprise of the following:
 - (i) the Board shall appoint a Chairperson of the Nomination for a term of three years, renewable once;
 - (ii) the Secretary of the Centre for the duration of the Secretary's term of office, who shall act as Secretary of the Nomination Committee;
 - (iii) having regard to requisite skills and diversity, the Board shall appoint a minimum of one and a maximum of three ordinary members of the Nomination Committee for terms of three years, who need not be members of the Centre.
- (b) The Board may appoint, or the Nomination Committee may co-opt, one or more members to the Nomination Committee for the consideration of any particular vacancy. Such appointees shall hold such membership only during the pendency of the Nomination Committee's consideration of that vacancy.
- (c)
 - (i) The Nomination Committee shall have a quorum of three members for any decision to advise the Board on a vacancy (where the Committee shall act by majority), and a quorum of two members for any other meeting (where the Committee shall act unanimously).
 - (ii) The members of the Nomination Committee not being considered for a vacancy shall co-opt other members where the Nomination Committee would not be quorate.
- (d) The Chairperson of the Nomination Committee shall not be a member of the Board.
- (e) Save with the permission of both the Board and the Nomination Committee, a person shall not be eligible for appointment to any vacancy which the Nomination Committee

has considered if s/he has participated in the Nomination Committee's consideration of the vacancy.

- (f) A member of the Nomination Committee shall not participate in or attend any meeting or communication of the Nomination Committee where the member is a candidate for a vacancy. If such person is Chairperson or Secretary of the Nomination Committee, the Committee shall appoint a substitute.
- (g) Neither the Chief Executive Officer nor the Administrator nor any member of staff of the Centre shall be a member of the Nomination Committee nor shall they attend its meetings.

4. Meeting arrangements

The Nomination Committee shall meet where one or more of the above listed vacancies arises and/or when the Board directs a meeting of the Nomination Committee.

5. Reporting

The Nomination Committee shall advise the Board, the Audit Committee or the General Meeting, as necessary in an expeditious manner on the candidates for a vacancy after such vacancy arises.

Prior to making recommendations to the Board or a General Meeting on any vacancies, the Nomination Committee shall consult the President.

6. Powers

(a) The Committee shall exercise no delegated power of the Board other than where specified herein or conferred by decision of the Board and save where provided herein shall make no decision pertaining to the management or administration of the Centre and shall exercise no authority over staff or volunteers of the Centre.

(b) The Committee shall, upon reasonable request, be entitled to receive or inspect any document or records system of the Centre, including any document of the Board or the other Committees.

(c) The Committee shall, upon reasonable request, be entitled to require the attendance before it of any member of the Board or Committee or any member of the Centre's staff.

(d) The Committee shall, upon reasonable request, be entitled to ask questions in writing of the Board or any Committee, or any member of the Board or any member of any Committee or any member of the Centre's staff, who shall provide answers to such questions.

(e) The Chief Executive shall if requested by the Committee draft all documents and prepare all recommendations at the direction of the Committee.

7. Sub-committees

The Committee may at its discretion establish and delegate responsibility to sub-committees. Such sub-committees shall also be governed by these Terms of Reference.

**By Order of the Board
28 October 2021**