



Irish Centre for European Law

Nomination, Employment & Remuneration Committee Terms of Reference

The Employment & Remuneration Committee of ICEL is established by operation of Articles 65 and 69 of the Constitution of ICEL. The Nomination Committee of ICEL is established by operation of Articles 65 and 70 of the Constitution of ICEL.

These Terms of Reference shall govern both Committees.

The foregoing Committees shall sit together as one Committee and shall be known collectively as the “*Nomination, Employment & Remuneration Committee*” (hereinafter, “the Committee”) and shall be referred to hereinafter in the singular.

1. Purpose of the Committee

- (a) To advise the Board, Audit & Governance 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 & Governance Committee;
 - such other offices, membership of Committees or staff positions in respect of which the Board considers it convenient to delegate consideration of vacancies.
- (b) (i) To ensure that ICEL’s obligations under employment and health and safety law are complied with and to report to the Board regarding such compliance;
- (ii) To recommend to the Board policies in respect of remuneration, expenses and related matters as the Board may prescribe, and to ensure that the policies are being complied with and to report to the Board regarding such compliance;

- (iii) To recommend to the Board the terms and conditions of contracts with employees and prospective employees.

2. Scope of the Committee

- (a) The 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;
 - (v) any other matter the Board shall prescribe, or which the 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 Committee shall seek out individuals who, in the view of the members of the Committee, have the necessary experience, knowledge and skills to undertake the vacant position.
- (c) In considering a vacancy, the Committee shall assess the needs of the Centre and the Board, and shall advise the Board (and the General Meeting and Audit & Governance Committee in the case of a vacancy on the Audit & Governance 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 & Governance 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 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 Committee shall advise the Board, Audit & Governance 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 Committee shall consider and take into account diversity and inclusion when advising the Board, Audit & Governance Committee and General Meeting on any vacancy or vacancies.
 - (g) The Committee may advise on such number of appropriate candidates for each vacant position as it deems appropriate.
 - (h) The Committee shall meet in order to prepare documentation in order to advise the Board with regard to its obligations under employment and health and safety law.
 - (i) The 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 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) having regard to requisite skills and diversity, the Board shall appoint a minimum of two and a maximum of four ordinary members of the Committee for terms of three years, who need not be members of the Centre, including –
 - (l) In respect of the employment and remuneration functions of the Committee, at least two persons who have relevant financial reporting or accounting expertise or of employment law or of significant

experience of management or governance of organisations with similar or greater budgets to the Centre;

(II) a member of the Board who is not an Officer.

- (b)
 - (i) The Board may appoint, or the Committee may co-opt, one or more members to the Committee for the consideration of any particular vacancy. Such appointees shall hold such membership only during the pendency of the Committee's consideration of that vacancy.
 - (ii) Upon a vacancy in the membership of the Committee, the Committee may co-opt members until the next meeting of the Board.
- (c)
 - (i) The 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 in the event no more than a quorum is present).
 - (ii) The members of the Committee not being considered for a vacancy shall co-opt other members where the Committee would not be quorate.
- (d)
 - (i) The Chairperson of the Committee shall not be a member of the Board.
 - (ii) The President of the Centre shall not be a member of the Committee, but may be appointed to membership of, but not to chair, a Sub-Committee.
- (e) Save with the permission of both the Board and the Committee, a person shall not be eligible for appointment to any vacancy which the Committee has considered if s/he has participated in the Committee's consideration of the vacancy.
- (f) A member of the Committee shall not participate in or attend any meeting or communication of the Committee where the member is a candidate for a vacancy. If such person is Chairperson or Secretary of the Committee, the Committee shall appoint a substitute.
- (g) The Committee shall appoint a Secretary from amongst its members, or may appoint a Secretary not from amongst its members, or may otherwise appoint as Secretary the Secretary of the Centre (whether or not the Secretary of the Centre has been appointed as a member of the Committee).
- (h) Subject to the application of the Code of Conduct and the Conflict of Interest Policy:
 - (i) the Secretary, Treasurer and Chief Executive shall have the right to attend any part of a meeting of the Committee dealing with matters of employment and remuneration;

- (ii) the Chief Executive shall have the right to attend any part of a meeting of the Committee dealing with vacancies in staff positions.
- (i) Neither the Chief Executive Officer nor the Administrator nor any member of staff of the Centre shall be a member of the Committee.

4. Meeting arrangements

- (a) The Committee shall meet where one or more of the above listed vacancies arises and/or when the Board directs a meeting of the Committee.
- (b) The Committee shall meet to review the Centre's employment and remuneration policies and contracts no less than once in every year.
- (c) The Committee shall proceed by majority, save where Clause 3(c)(i) requires unanimity.

5. Reporting

- (a)
 - (i) The Committee shall advise the Board, the Audit & Governance Committee or the General Meeting, as necessary in an expeditious manner on the candidates for a vacancy after such vacancy arises.
 - (ii) Prior to making recommendations to the Board or a General Meeting on any vacancies, the Committee shall consult the President.
- (b) The Committee shall be responsible for presenting to the Board for its approval –
 - drafts of all required employment and health and safety policies,
 - drafts of all employment contracts,
 - after consulting with the Treasurer, recommendations for the remuneration of employees,
 - after consulting with the Treasurer, drafts of policies regarding the payment of expenses incurred by Directors, members of committees, members and staff of the Centre, and guests of the Centre (whether invited participants at events of the Centre or otherwise), which documents the Board may not approve without a draft having been previously presented by the Committee,
 - at least annually (and otherwise as soon as a non-compliance or anticipated non-compliance is apprehended) submitting to the Board a report on the compliance of the Centre with employment or health and safety law and best practice, which shall

include recommendations to the Board as to any actions which are required to bring the Centre into compliance with same, and

- any actions prescribed by or delegated to it by the Board, and for reporting to the Board on their carrying into effect save that the Committee shall not be responsible for the conclusion of contracts with employees or future employees save where specifically delegated responsibility in a particular case by the Board.

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, save that subject to the Code of Conduct and the Conflict of Interest Policy:

- (a) the Chief Executive shall be a member of any Sub-Committee established to deal with vacancies in staff positions;
- (b) the Administrator and any other member of staff may be a member of any Sub-Committee established to deal with vacancies in staff positions;

- (c) the Chief Executive may be appointed to be a member of any Sub-Committee established to deal with vacancies in membership of the Board and the Audit & Governance Committee;
- (d) the Chief Executive and Administrator may be appointed to be a member of any Sub-Committee established to deal with any matter of employment or remuneration.

By Order of the Board

19 December 2022