



Nominations and Appointments Committee

Terms of Reference V1.0

Introduction

INCOSE UK is a member-based organisation, with a Board of Directors and Council which are both formed from elected or appointed volunteers, with the exception of the Company Secretary which is an employed position through the secretariat.

The Board of Directors and Council positions are elected on a staggered basis, meaning that each year at least one position is open for a candidate. However, due to the voluntary nature of the roles, and the commitment required, suitable candidates do not always put themselves forward.

In this instance the Council may appoint an individual into the role, which may be the current incumbent if they are willing and able to do so.

Purpose

It is important that candidates who stand for election are suitably qualified and experienced, particularly for the Board of Directors roles due to the associated legal liabilities. It is also important that there is a strong pipeline of suitable candidates so that an election may be held rather than the direct appointment of a candidate. The reasons for candidates not standing may include the following:

- Not wanting to stand against an incumbent Council Member;
- Not being aware of their own suitability for a role;
- Feeling that they are not well known enough to stand for election;
- Not understanding role requirements;
- Not being aware of a forthcoming election in time to gain their employment organisation's support;
- Not having enough information to gain their employment organisation's support.

Therefore, the Nominations and Appointments Committee has been established to ensure a strong pipeline of suitable candidates.

Scope

The Nominations and Appointments Committee is advisory only.

Any INCOSE UK Member may express interest, verbally or in writing, in a role at any point, and will be put in contact with the Nominations and Appointments committee to discuss the requirements and commitments of a role with no obligation to proceed with the process by either party.

Any INCOSE UK Member who wishes to be formally considered for a role may be nominated in accordance with the election process irrespective of any previous contact with the Nominations and Appointments Committee. However, upon nomination, they will be required to discuss the role with the committee to ensure they understand the process and the commitment required before their nomination is accepted. The outcome of that discussion will be shared with INCOSE UK Council or



INCOSE UK Board of Directors (as appropriate in line with the Nominations, Elections and Appointments Process) prior to a nomination being formally accepted.

Where an incumbent Council Member is standing for re-election, they are recommended to have a discussion with the Nominations and Appointments Committee. This is to provide a duty of care so that Council Members are allowed an opportunity to discuss any concerns they may have with continuing in a role, or so that they do not feel pressured to continue if no other candidates present themselves. It is also to ensure that nothing that may affect the Council Members eligibility for the role has occurred since the previous election.

Where no suitable candidate is nominated for a position, or where a role is by appointment only (that is, those roles in support of an elected Director) the Nominations and Appointments Committee will advise the Council of potential candidates for appointment.

Note that for roles within the INCOSE UK Board of Directors (President Elect, Deputy Finance Director, etc.) there is an additional interview process to ensure that prospective candidates meet the legal requirements of the role, are suitably qualified and experienced and are fully aware of their legal responsibilities. This falls outside the scope of the Nomination and Appointments Committee.

Note that for appointments, there is an additional interview process to ensure a fair opportunity is offered for each potential candidate. This falls outside of the scope of the Nominations and Appointments Committee.

It is expected that the Nominations and Appointments Committee will liaise with individual INCOSE UK Members and appropriate groups / bodies to generate a pipeline of potential suitable candidates. This includes but is not limited to:

- UK Council;
- UKAB;
- ECF;
- Inclusivity Network;
- Groups (Technical, Local & Working).

The Nominations and Appointments Committee will engage with identified potential candidates to discuss roles and provide advice and encouragement.

The activities of the Nominations and Appointments Committee, and the status of the current pipeline will be reported to the INCOSE UK Council at each Council Meeting.

Membership

The Nominations and Appointments Committee is chaired by the Immediate Past President and comprises three to five additional members proposed by the Immediate Past President and approved by the Council. It is expected that at least one of these be a recent ex-Council member due to the knowledge and experience that they would bring. Any ex-Council member who participates in the committee must have held their Council role within six years to better understand the implications of Council roles as they currently stand. Other members of the committee will be selected as representative of the INCOSE UK membership. All members will be current members of INCOSE UK.

With the exception of the Immediate Past President, Current Council members are prohibited from participating in the committee due to potential conflict of interest.

Members will serve between one and six years on the committee.



Where a member of the Nominations and Appointments Committee is to be nominated in an upcoming election, they must immediately resign from the Committee. The resignation must be at least three months before the close of nominations for election to ensure fairness of process for alternative candidates.

Goals

The goals of the Nominations and Appointments Committee are to:

- Act as a point of contact for those who may wish to stand for election in any role;
- Identify potential future candidates for up-coming roles;
- Work with candidates so that they understand what the role entails and what the benefits to the candidate and their employment organisations may be;
- Advise potential and nominated candidates of the process;
- Advise INCOSE UK Council of potential candidates for election, or nomination where necessary;
- Develop a pipeline of future INCOSE UK leaders, whether that be for Council roles or other leadership positions.

Frequency

The Nominations and Appointments Committee shall meet at least quarterly, using INCOSE UK digital platforms or face-to-face as agreed by the Committee. At least three members plus the chair shall be present for the meeting to be quorate. Recommendations made by the Committee as a result of the meeting shall be recorded and submitted to INCOSE UK Council.

Ad-hoc meetings and discussions can be scheduled as necessary using the INCOSE UK digital platforms.