

Board Committee – Terms of Reference

Nominations Committee

1. Establishment

- 1.1. This Committee is established by the Board of MS Ireland for the better governance of the Society.
- 1.2. The Board may at any time alter or revoke the composition or terms of reference of the Committee.
- 1.3. The Board shall annually review or confirm the terms of reference of this Committee

2. Membership

- 2.1. **Appointment of committee members:** The Board shall annually appoint or re-appoint the members of the Committee
- 2.2. **Size of the committee:** The Committee shall consist of at least three and not more than seven members
- 2.3. **Composition of the committee:** The Committee will comprise of:
 - a) The current Chairperson and Deputy Chairperson with the proviso that the Chairperson and former chairpersons will together form a majority on the Committee
 - b) Former chairpersons willing to serve
 - c) One Council member who has Board experience
 - d) Members co-opted by the Committee, subject to the maximum number specified above.
- 2.4. **Permitted term and re-election:** The term of this Committee is unspecified as members are primarily current and past chairpersons.
- 2.5. **Co-option:** With the consent of the Board, the Committee can recommend to the Board to co-opt members on an annual basis to supplement the skill and knowledge of the Committee in line with the nature of applications.
- 2.6. **Disqualification from membership:** If a Committee member fails to attend three consecutive Committee meetings without a valid reason, this may result in being disqualified from the Committee by the Board
- 2.7. **Resignation:** Members who wish to resign can do so through written communication with the Chairperson of the Committee
- 2.8. **Committee Chair:** The current Chairperson shall serve as chairperson of the Committee. Approval by the Board of these Terms of Reference shall

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constitute appointment of the Committee chairperson by the Board, pursuant to Article 67 of MS Ireland’s Constitution.

3. Proceedings of the Committee

- 3.1. **Procedures:** The Committee will determine its own procedures
- 3.2. **Meeting Frequency:** This Committee shall meet at least twice a year
- 3.3. **Quorum:** The quorum for a meeting of the Committee shall be two of its members.
- 3.4. **Meeting location:** The Committee will determine the locations of its meetings
- 3.5. **CEO Attendance:** Unless otherwise decided by the Committee, the Chief Executive/staff member will attend meetings of the Committee to provide relevant information and ensure that minutes are kept of the proceedings
- 3.6. **Reporting to the Board:** The Committee will make a report to the Board at Board meetings, whenever requested to do so by the Board.
- 3.7. **Minutes:** The minutes of the Committee will be made available to the Board to which it will report in whatever manner is deemed most convenient and appropriate
- 3.8. **Authority:** The Committee will have the authority to investigate any matters within its terms of reference and to obtain external professional advice and invite experts to attend meetings if it considers it necessary
- 3.9. **Board approval:** All recommendations of the Committee shall be subject to Board approval
- 3.10. **Confidentiality:** The proceedings of the Committee are confidential and a member shall not, without the consent of the Board, disclose confidential information obtained by that member in the course of their duties
- 3.11. **Conflict of interest:** Where a conflict of interest arises, the respective Committee member must inform the meeting of the conflict and abstain from the decision-making process with regard to the conflict of interest
- 3.12. **Casting Vote:** Questions arising at any meeting shall be determined by a majority of votes of the members present, and when there is an equality of votes, the Chairperson shall have a second or casting vote as per Article 68 of the Constitution.

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4. Committee's Terms of Reference

On behalf of the Board, the Committee will do the following:

- 4.1. Consider, evaluate, monitor and report its recommendations to the Board in respect of all matters broadly relating to the Structure and Membership of the Board of MS Ireland as well as preside over the MS Ireland's National Awards
- 4.2. Draw up and circulate a list of the desired requirements for the effective operation of the Board of MS Ireland
- 4.3. In relation to Board membership the Committee will:
 - Take into account the range of skills necessary for Board membership and where possible, the geographical spread, gender balance, experience and qualifications of the candidates.
 - Maintain a live panel of applicants for consideration by the Nominating Committee. The candidate will be removed from the panel after 3 years and will not be considered further for Board membership
 - Evaluate all candidates on its panel of applicants
 - Recommend to the Board, from the names on its panel of applicants, no more than the number of candidates requested by the Board. The decision of the Committee on the names being recommended for candidacy will be final and will be communicated to the Board.
 - Recommend the co-option of a Member to the Board
 - Satisfy itself that ALL candidates for Board membership have, in advance of MS Ireland issuing notice of an Annual General Meeting, submitted a declaration of eligibility to be a member of the Board, and have satisfactorily completed Garda Síochána vetting.
- 4.4. In relation to MS Ireland's National Award the Committee will :
 - when considering applications for the Award category 'MS Person of the Year', take into account the candidate who has created greater public awareness of MS and who is actively involved in their community;
 - For the Award 'Carer of the Year, recognise the vital role of carers in the lives of people with MS when selecting the nominee for this award.
 - For the Volunteer of the Year Award, recognise the vital role that volunteers play within the Society in selecting the nominee of this award.

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- Accept nominations from Members, Branches, Council, the Board of MS Ireland, staff members and from other individuals
- The decision of the Committee on the annual award winners will be final.