

Terms of reference for the WAN-IFRA nominating committee

12/12/2019

This guidance note proposes the terms of reference for the nominating committee of WAN-IFRA that will lead the process for the appointment of the forthcoming executive board members (e-election and new appointments of members of the Executive Board including the President, Vice President, Treasurer), and other non-executive board members (re-election and new appointments of members of the Supervisory Board).

The Committee is intended to lead the appointment of members of the Executive Board and serve as a central point of discussion and recommendation to the Supervisory Board of candidates for election. In that role, the Committee does not replace the role national associations have in putting forward nominees to represent them. The Committee is a place to discuss such nominees, why the national associations recommend them and discuss the expectations of participation and attendance.

The note explains the role and the authority delegated to the Nominating Committee by the Supervisory Board. WAN-IFRA is committed to follow a formal, rigorous and transparent procedure for the appointment of new directors to the Executive Board. As part of a policy to transparently document its internal procedures in policy manuals, the Terms of Reference are available on www.wan-ifra.org.

The list of duties of the Nominating Committee draws on the experience of non-profit organisations best practices and from a number of sources including the requirements of the UK Corporate Governance Code (FRC, 2012).

1. ROLES AND DUTIES

The Committee shall be responsible for identifying and nominating for the approval of the Supervisory Board, candidates to fill the key-role of President, vice President, Treasurer and other non-executive Executive Board members of WAN-IFRA for voting at the Supervisory Board.

The Nominating Committee shall:

- regularly review the structure, size and composition (including the skills, knowledge, experience and diversity) of the Executive Board and make recommendations to the Supervisory Board with regard to any changes;

- formulate plans for succession for Executive Board members, in particular for the key roles of president, vice-president, and treasurer;
- serve as a central point of discussion with Association members and make recommendations to the Executive Board concerning the election and re-appointment of any non-executive director at the conclusion of their specified term of office having given due regard to their performance and ability to continue to contribute to the Supervisory Board in the light of knowledge, skills and experience required and the need for progressive refreshing of the Board, particularly in relation to directors being re-elected for a term beyond six years.

Before any appointment is made by the Supervisory Board, the Committee shall evaluate the balance of skills, knowledge, experience and diversity on the Executive Board, and, in the light of this evaluation, prepare a description of the role and capabilities required for the appointment. In identifying suitable candidates, the committee shall:

- if appropriate, use open advertising or the services of external advisers to facilitate the search;
- consider candidates from a wide range of backgrounds;
- consider candidates on merit and against objective criteria and with due regard for the benefits of diversity on the board, including gender, taking care that appointees have enough time available to devote to the position.

Prior to the appointment, the proposed appointee should be required to disclose any other business interests that may result in a conflict of interest. Serving Executive Board members are expected to report any change in business interests that could result in a conflict of interest.

For the appointment of the President, Vice President or Treasurer, the committee should prepare a job specification, including the time commitment expected.

2. APPOINTMENT

The WAN-IFRA Supervisory Board, in accordance with its constitution and bylaws, will appoint a Nominating

Committee to assist in the election process by bringing forward the names of nominees for election to office.

The Nominating Committee will call on WAN-IFRA members to come up with nominations six months before the election.

Appointments to the committee are proposed by the Executive Board and elected by the Supervisory Board. Appointment shall be for a period of up to three years, which may be extended for further periods of up to three years, provided the director still meets the criteria for membership of the committee.

Appointment to the Nominating Committee consider candidates on merit and against objective criteria and with due regard for the benefits of diversity on the board, including gender.

3. MEMBERSHIP

The committee shall comprise up to up to 6 non-executive directors, with the WAN-IFRA President as ex-officio.

Ideally, the members of the Nominating Committee are senior colleagues who have distinguished themselves in serving the WAN-IFRA in the past, and who are not seeking appointment as officers in the next term. The composition of the Nominating Committee should be as balanced as possible in terms of gender and regional representation.

A majority of the members of the committee shall be members of the WAN-IFRA Supervisory Board, its Advisory Boards, or Regional Committees.

Only members of the committee have the right to attend committee meetings. However, other individuals such as members of the management team, and external advisers may be invited to attend for all or part of any meeting, as and when appropriate and necessary.

4. CHAIRMAN

The Supervisory Board shall appoint the committee chairman. The chairman should be an independent non-executive director. In the absence of the committee chairman and/or an appointed deputy, the remaining members present shall elect one of themselves to chair the meeting.

The chairperson of the nominating committee will attend the Supervisory Board and the General Assembly of Members to answer any questions which may be raised by members on matters within the committee's area of responsibility.

The Chairman of the Committee shall ensure that on appointment to Board members (executive and non-executive) appointees receive a formal letter of appointment setting out clearly what is expected of them in terms of time commitment, committee service and involvement outside board meetings.

5. SECRETARY

The company CEO or his/her nominee shall act as the secretary of the committee. The nominating committee will have access to the services of the secretariat on all committee matters, including assisting the chairman in planning the committee's work, drawing up meeting agendas, maintenance of minutes, drafting of material about its activities for the annual report, collection and distribution of information and provision of any necessary practical support.

The secretary will ensure that the nominating committee receives information and papers in a timely manner to enable full and proper consideration to be given to the issues.

6. MEETINGS

The committee shall meet as required by means of either in person meetings or conference calls.

Meetings of the committee shall be called by the secretary of the committee at the request of the committee chairman.

Unless otherwise agreed, notice of each meeting confirming the venue/mean, time and date, together with an agenda of items to be discussed, shall be forwarded to each member of the committee, any other person required to attend and all other non-executive directors, no later than five working days before the date of the meeting.

Supporting papers shall be sent to committee members and to other attendees as appropriate, at the same time.

The secretary shall minute the proceedings and resolutions of all committee meetings, including the names of those present and in attendance.

Draft minutes of committee meetings shall be circulated promptly to all members of the committee. Once approved, minutes should be circulated to all other members of the Supervisory Board unless in the opinion of the committee chairman it would be inappropriate to do so.

6. REPORTING

The committee chairman shall report to the Supervisory Board on its proceedings after each meeting on all matters within its duties and responsibilities

The committee shall produce a report to be included in the company's annual report about its activities, the process used to make appointments and explain if external advice or open advertising has not been used.

The report should include a statement of the board's policy on diversity, including gender, any measurable objectives that it has set for implementing the policy, and progress on achieving the objectives.

7. OTHER MATTERS

The committee shall make whatever recommendations to the Supervisory Board it deems appropriate on any area within its remit where action or improvement is needed

The Committee shall arrange for periodic reviews of its own performance and, at least annually, review its constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

The committee is authorised by the Supervisory Board to obtain, at the company's expense, outside legal or other professional advice on any matters within its terms of reference

These guidelines were approved by the WAN-IFRA Supervisory Board - Paris, 12 December 2019.
