

GOVERNANCE & NOMINATIONS COMMITTEE

The Governance and Nominations Committee is responsible for overseeing the governance structure of RIAM, ensuring that it operates effectively and managing the process for nominating individuals for committees and to the Governing Body.

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Principles of Good Governance as set out by the Charities Regulatory Authority

Advancing
Charitable
Purpose

Behaving with
Integrity

Leading People

Exercising
Control

Working
Effectively

Being
Accountable &
Transparent

1. Constitution

The Governance and Nominations Committee was established by the Royal Irish Academy of Music (RIAM) Governing Body. It will carry out its duties in accordance with RIAM's constitution.

2. Purpose

The primary purpose of the Governance and Nominations Committee is to:

- Oversee the organisation's governance framework, ensuring it is effective, transparent, and accountable.
- Lead the process of identifying and nominating individuals for positions on the Governing Body and Committees of the Governing Body.
- Ensure the organisation adheres to best practices in governance and ethics and is compliant with relevant laws, regulations, and applicable codes of governance.

3. Membership of the Committee

The Committee shall be appointed by the Governing Body.

- The Committee shall consist of at least 3 members with a maximum of 7.
- At least 2 of the members must be independent Governors.
- The committee members will have a range of governance and general management skills.
- The Governing Body will seek to ensure a diversity balance on the Committee.
- The Chair of the Governing Body shall be a member of the Committee.
- The RIAM Director shall be an ex-officio member of the Committee.
- Committee members will normally be appointed for a term of three years, with the potential for two further three-year terms if deemed appropriate.
- The Governing Body appoints external adviser members of the Committee, if deemed appropriate.

4. Chair of the Committee

- The Chair of the Committee shall be appointed by the Governing Body and must be an independent Governor.
- The Chair will normally be appointed for three years, with the potential for two further three-year terms if deemed appropriate.
- If a situation arises that the Chair is unavailable to attend, the Committee members present will choose one of their number to be Chair of that meeting.

5. Secretary

- The Chief Financial Officer & RIAM Secretary shall be the Secretary to the Governance & Nominations Committee.
- The Secretary is responsible for the formal induction of new members of the Committee.

6. Attendance at Meetings

- Only members of the Committee have the right to attend Committee meetings.
- Committee meetings may be held in person or by online video conferencing, or by a mixture of both methods.
- Members of the RIAM management team and external advisers may be invited to attend for all or part of any meeting, as and when the Committee deems that appropriate or necessary.
- The Committee may ask the Director and/or any or all of those who are not members to withdraw to facilitate open and frank discussion of particular matters.

7. Quorum

- The quorum required for the transaction of business shall consist of at least 2 members, one of whom should be an independent Governor.

8. Frequency of Meetings

- The Committee shall ordinarily meet three times a year and as otherwise required and determined by the Committee.
- The Chair may convene additional meetings as they deem necessary.
- The Governing Body may ask the Committee to convene further meetings to discuss particular issues on which they seek the Committee's advice.

9. Notice of Meetings & Agenda

- At the start of each year, the meeting dates for the calendar year ahead are to be agreed upon.
- Unless otherwise agreed, further notification of each meeting confirming the venue, time and date, together with an agenda of items to be discussed, shall be forwarded to each member of the Committee and any other person required to attend not later than five days before the date of the meeting.
- Supporting papers shall be sent to Committee members and other attendees, as appropriate, at the same time.
- A member of the Committee that wishes to have an item included on the agenda should forward same to the Secretary and Chair prior to the meeting.
- Urgent matters may be raised by any member with the permission of the Chair under Any Other Business.

10. Minutes

- The Secretary shall minute the proceedings and resolutions of all meetings of the Committee, including recording the names of those present and in attendance.
- Where the Secretary is not in attendance for any reason, the Chair of the Committee will be responsible for ensuring that appropriate minutes are taken.
- Draft minutes of Committee meetings shall be circulated to all members of the Committee within 7 working days of the meeting.

11. Voting and Decision Making

- Committee decisions are made by consensus or, if required, by a majority of the votes of the members present.
- Each member of the committee present has one vote.
- In the case of a tied vote, the Chair will have a deciding vote in addition to their vote.

12. Disclosure of Interests

- In the interests of good governance, it is required that members express any actual or perceived conflicts of interest with items on the agenda at the start of each meeting.
- The Chair is responsible for addressing any potential conflicts of interest.
- If a conflict is identified, the member involved should recuse themselves from any discussion or decision-making related to the conflict.
- Conflict of interests if identified will be engaged with in a just and equitable manner.

13. Authority

- The Committee is responsible for making recommendations to the Governing Body within the agreed duties as set out in this Term of Reference.
- The Committee is authorised to seek the information it requires from the Governing Body / Staff / other Stakeholders in order to perform its duties.
- The Committee is authorised to obtain, at reasonable expense, outside legal or other professional advice where it judges it necessary to discharge its responsibilities as a Committee.

14. Reporting

- Following each meeting, the Committee Chair shall report to the Governing Body on the business of the Committee at the next meeting of the Governing Body. Should the Chair be unable to attend, another Committee member may act on the Chair's behalf.
- The Committee shall make a statement in the annual report about its activities and any significant plans for the future.

15. Code of Conduct & Confidentiality

- Under their fiduciary duties of loyalty and care, Committee members are required to protect and hold confidential all non-public information obtained due to their committee membership position.
- Committee members are expected to adhere to the Code of Conduct at all times.

16. Annual Review

- The Committee shall review its performance and evaluate whether it is operating at maximum effectiveness, including its procedures and membership, on an annual basis
- The Committee shall review its terms of reference annually, and to reflect best practice from the corporate and public sectors, and shall propose to the Governing Body for approval any changes that it considers necessary.

17. Other Matters

- The Committee is obliged to raise with the Governing Body any matter of concern it may have.
- The Committee should formally meet without staff present at least once a year. This can be part of a scheduled meeting.

18. Duties of the Committee

Duties in relation to Governance

- Periodically review and propose amendments/updates to the organisation's **constitution** to ensure that it remains appropriate and relevant.
- Ensure an independent **governance review** is undertaken every three years and that agreed recommendations are implemented.
- Periodically review the **committee structures** of the Governing Body and the terms of reference of those committees and recommend changes to the Governing Body.
- Ensure that there is a robust and effective process for the **self-evaluation** of the performance of the Governing Body and committees and monitor the recommended actions to make sure that they are assigned and completed.
- Ensure that regular **performance reviews** of the Director and Chief Finance Officer are carried out.
- Review and recommend to the Governing Body for approval **key corporate governance policies**.
- Monitor compliance with applicable **governance codes and quality assurance guidelines** (e.g. Governance Code for State Bodies and the Charities Governance Code).
- To ensure that a detailed and actionable strategy exists that promotes **diversity, equity, and inclusion** within the organisation, ensuring that all staff and students, regardless of background, feel valued, respected, and supported.

Duties in relation to Nominations

- Review the **composition** (including the skills, knowledge, experience, and diversity) of the Governing Body and make recommendations to the Governing Body with regard to any changes.
- Identify, meet with and nominate for the approval of the Governing Body **suitable candidates** for appointment to the Governing Body and committees based on the skills and expertise needed.
- Ensure plans are in place for the orderly **succession** of Governing Body / Chair /Committee Members considering the challenges and opportunities facing the organisation and the skills and expertise needed on the Governing Body in the future.
- Recommend to the Governing Body as appropriate the **re-appointment** of Governing Body and Committee Members after their specified term of office in the light of knowledge, skills, and experience required by the Governing Body.
- Ensure an appropriate **induction and ongoing training** plan is in place for Governing Body and Committee members.