1. Purpose and Reporting

1.1 The Nominations Committee is a governance committee of the ISACA London Chapter (ILC).

1.2 The purpose of the committee is to fairly and objectively seek and nominate qualified candidates for election to the ILC Board. The underlying aim is to ensure an ongoing strategy-focused leadership is in place at the ILC Board by evaluating and recommending members for Board positions.

1.3 The Nominations Committee will report to the ILC Board and shall be responsible to the Board for its Activities.

2. Membership

2.1 The Committee shall consist of a minimum of three members and at least two members will be independent in so far that they have not served on the ILC Board (past or present). At least one member shall be a member of a past ILC Board. Ideally the Committee should have five members to allow for availability contingency and diversity. The Committee Chair should be a Past President or an ILC member with the appropriate level of seniority and experience to fulfil the role.

2.2 Committee members shall be current members of the ILC.

2.3 The Committee shall meet as requested by the Committee Chair but, in general, no less than three times each year.

2.4 The Committee shall meet as requested by the ILC Board.

2.5 Where a member of the Nomination Committee is a current Director, such member shall not participate in any Nomination Committee discussions or process regarding their performance, reappointment, or re-election, unless instructed to as an interviewee.

2.6 New members of the Committee shall be approved by the ILC Board, following a recruitment and recommendation process undertaken by a sub-set of the ILC Board.

2.7 The membership of the Committee shall be reviewed and approved annually by the ILC Board.

3. Objectives, Roles, and Responsibilities

3.1 The objectives of the Committee are to assist the ILC Board in fulfilling its corporate governance responsibilities in regard to:

a. Board Director appointments, re-elections, and performance.
b. Diversity obligations with regard to different genders, and social and ethnic backgrounds in processing nominations.
c. Committee Membership.
d. Succession Planning including that of the President.

3.2 The main responsibilities of the Nominations Committee are to:

a. Review Leadership, Structure, Sustainability and Succession Planning needs of the ILC Board.
b. Oversee Board member's personal improvement plans and intervene where necessary by making recommendations to the Board on outcomes.
c. Coordinate the recruitment process for new Board members.
d. Receive and review potential names for candidates for the Board of Directors.
e. Request and ensure nomination forms are available for review.
f. Conduct interviews with potential candidates fairly and objectively in light of the skill sets and diversity of characteristics currently needed on the Board.
g. Bring names forward to the Board for approval.
h. Develop annually a Slate of Officers for onward circulation by the Board to the membership with the AGM notice.
i. Maintain confidentiality of all discussion held in Nominations Committee meetings/process.
j. Review Board performance updates and assess any changes needed to the forthcoming Nomination Process.

Document Name	Nominations Committee Terms of Reference
Owner	ISACA London Chapter Board
Approval Date	4th September 2024 (EBM)
Effective Date	5th September 2024
Review Frequency	At least annually