

# **GREAT WESTERN SOCIETY LIMITED**

## **Bye-Laws for a Nominations Committee under Article 46 of the Articles of Association**

1. These Bye-Laws cover the membership and terms of reference for a Nominations Committee established to review applications received from Members wishing to be elected to the Great Western Society Board.
2. The Nominations Committee shall consist of at least two members of the Great Western Society Board and at least two other persons, no more than one of whom may be a non-member of the Great Western Society. The members of the Nominations Committee shall be chosen to provide experience of the operation of the Great Western Society Board or of Boards of similar organisations. The members of the Nominations Committee may serve for a term determined by the Great Western Society Board.
3. The Chair of the Nominations Committee shall be a serving member of the Great Western Society Board.
4. The Nominations Committee is not responsible for considering co-opted members (Article 48) or Great Western Society Board members retiring by rotation and seeking re-election (Article 49).
5. The Nominations Committee shall meet in person or virtually to discuss applications received by the Association's Secretary by 15<sup>th</sup> June (or such other date specified) within two weeks of that date.
6. The Nominations Committee will initially confirm that:
  - a. the applicant is a current member of the Great Western Society;
  - b. the applicant is at least 18 years of age;
  - c. the application is supported by at least twenty members of the Great Western Society through their signatures, printed name and membership number; and
  - d. the application is countersigned by the applicant.
7. Failure to comply with the requirements of 6 will mean automatic rejection.
8. Applications from Members who are in a relationship with a current member of paid staff will usually be rejected. This is based on good practice and the challenges of dealing with conflicts of interest that may arise. The Chair of the Association of Chairs, and other members of that Association, have suggested it is a conflict waiting to happen. Indeed, their recommendation is that the applicant should be advised to apply to be a Trustee of a different organisation if they wished to be on a Board.
9. Applications will be considered against the skills matrix for the Board to ensure a balance of expertise and particularly to recognise where the applicant may fill identified gaps.
10. Applications will be considered against the Director's Code of Conduct and any concerns will be recorded.
11. Where appropriate, an applicant may be asked to attend (in person or virtually) an interview with the Nominations Committee to gain more information on the applicant.
12. The recommendations of the Nominations Committee will be made to the Association's Secretary. However, the Great Western Society Board makes the final decision on whether an applicant should be proposed for election at the next Annual General Meeting. The decision will be notified to the applicant by the Association's Secretary. The Articles of Association do not state that a reason for rejection has to be given, but it would be reasonable to do so.