

# Terms of Reference

## LINX Elections Committee 2021

### TERMS OF REFERENCE

#### 1. Role

The purpose of the Elections Committee shall be to encourage a strong slate of candidates to stand for election as a non-executive director, to assist in the elections process, and to help LINX to ensure the election process is accessible, inclusive and welcoming of all candidates who would bring value to the LINX Board. LINX may also consult the Elections Committee on potential reforms to the elections procedures.

#### 2. Membership

**Appointment** – The committee shall comprise between three and five members Chair appointed by the LINX board to serve on the committee for the following election. Any volunteers from the LINX community interested in serving on the Elections Committee are advised to contact the LINX Company Secretary on cosec@linx.net.

Members of the Elections Committee serve in their individual capacities, and not as representatives of any member companies which they may be associated with.

**Termination** – A member of the Elections Committee may resign from their role at any time by written notice to the Chair of LINX. LINX may remove any member from their position on the Elections Committee by written notice, with immediate effect.

**Independence** – Members of the Elections Committee should on appointment and at all times during their tenure, be independent of conflicts:

- Members should not have stood for election to the LINX Board in the previous election, intend to stand for election for the period they serve on the Elections Committee or within eleven months of stepping down from the Elections Committee.
- Members must not be, nor in the past year have served as directors or staff members of LINX, or be a 'connected person' (partner, etc.) to such a person.
- For avoidance of doubt, being a member of the LINX Programme Committee or Regional Steering Group shall not be a bar to membership of the Elections Committee.

**Chair** – The LINX Board shall appoint the Chair from within the members of the committee. The Chair must meet the same criteria of independence as other members of the committee.

**Secretary** – LINX shall appoint a Secretary to support the committee. The Secretary may be a staff member of LINX.

**Board Liaison** – The LINX Board may also appoint a non-executive director as Board Liaison to assist the committee by providing a perspective of the needs of the LINX Board. The Board

Liaison shall attend in a purely advisory capacity. The Board may also provide information to the committee on its skills audit and any gaps it has identified to assist the committee in seeking out candidates which are likely to meet this requirement.

### **3. Conduct of Meetings**

- The Elections Committee shall meet as and when necessary to fulfil their role.
- Meetings may take place in person or by audio/video conference.
- At least seven days' notice shall be provided of any meeting, unless this is not practical. Meetings may be called by the Chair, or in their absence by the Secretary in agreement with a committee member. Any supporting papers shall be distributed on the same basis.
- The quorum for meeting shall be three members.
- The Elections Committee shall operate through consensus wherever possible. If a vote is required, each member shall have one vote. The Chair shall have one vote as a member but shall not have a second casting vote in event of a tie.
- The Elections Committee may adopt tasks for its members to carry out between meetings of the committee (e.g. outreach meetings with prospective candidates).
- The Secretary shall keep notes of meetings and track actions arising thereof.

### **4. Accountability and Conduct**

- The Chair of the Elections Committee (or in their absence, a named alternate member of the Elections Committee) shall attend the Annual General Meeting and be available to respond to questions from members about the committee's work.
- Members of the committee, the Chair and the Board Liaison shall act with utmost integrity, declaring any interest, and where possible avoiding conflicts of interest, and agree to adhere by reasonable standards of conduct to ensure the membership retain the trust and confidence of the committee.
- It shall be a duty of each member of the Elections committee to respect the distinction (and avoid creating a perception of confusion) between their role as member of the committee, and their role as an individual member with a personal view on candidates.

### **5. Duties**

The primary function of the LINX Elections Committee is to seek out and encourage to stand a range of highly qualified candidates for election as a Non-Executive Director, so as to broaden and deepen the skills and professional experience available to the Board.

The LINX Elections Committee may also assist in the procedures (e.g. in helping to hold hustings, and developing the format for candidate statements), to help candidates showcase their merits and so that members may better understand the candidates' qualities.

Duties of the committee:

- To support LINX by:
  - Encouraging members to vote.
  - Acting as ambassadors to source suitable candidates and encourage them to stand, including individuals who may not have considered standing in the past. This may involve engaging with members to encourage applications from staff in other parts of member organisations who may have relevant skills, but who may not attend LINX meetings at present, and who may need guidance to navigate the elections process.
  - Reviewing election materials to ensure they are fit-for-purpose in encouraging candidates with relevant skills and professional experience to stand, having regard to criteria established by the Board, to help ensure such material helps attract a broad range of highly qualified candidates, and to advise LINX on potential improvements.
  - To advise on developing the format of any elections publications candidates are encouraged or required to make, so as to showcase their merits and assist LINX members in casting an informed vote.
  - Supporting LINX in any hustings/interview type process, to assist LINX members to make informed decisions.
  - Upon the Board's request, to provide the Board advice on improvements to election procedures.
- To support candidates and prospective candidates by:
  - Helping prospective candidates to access publications on the responsibilities and expectations for LINX Non-executive directors.
  - Providing candidates advice and guidance on the elections process. This may include guidance on the preparation of election publications by candidates (e.g. candidate statements).
  - Keeping confidential any private discussions with actual or prospective candidates.

The Elections Committee shall thus be a 'facilitator' and shall not select, nominate or recommend candidates, or express any opinion on the merits of individual candidates.

## **6. Review**

The LINX Board shall carry out a review of the 2021 election with the support of the Elections Committee to understand what if any future role of an Elections Committee could be.