

TERMS OF REFERENCE

BOARD APPOINTMENT COMMITTEE (BAC)

INTRODUCTION

Following the creation of the International Council (the Council), the Board Appointment Committee (the Committee) has been appointed by the Board of Directors (the Board) to process and recommend the appointment, suspension and dismissal of Council Members as outlined in the Appointment Policy; and develop a number of processes to support the functioning of the Council.

ROLES & FUNCTIONS

The role of the Committee is to:

- (a) Maintain and review the forms for invitation, appointment, re-appointment, suspension and dismissal of Council Members;
- (b) Review recommendations of suitable candidates made by National Chapters, Board Members or Chair of the International Council;
- (c) Reach out to the suitable candidates in order to prepare recommendation to the Board;
- (d) Develop and submit to the Board a Competence-Diversity matrix;
- (e) Assess the competence and diversity of candidates, with the aim to maintain a balanced composition within the Council;
- (f) Follow up with references or conduct a vetting process (background checks) on new Council Members where applicable;
- (g) Recommend Council candidates to the Board;
- (h) Develop and review a process for stakeholders to request support from the Council and to communicate this;
- (i) Develop and review guidelines for Council Members, regarding representing TI at events, meetings, conferences or similar fora, in an ambassadorial function;
- (j) Inform the Governance Committee of any suggested changes in the Appointment Policy that would require a Charter change.
- (k) Recommend to the Board a shortlist of three suitable candidates for the position of the Council Chair.
- (l) Recommend suspension or dismissal of Council members according to the Appointment policy

Note: The final decision on appointments, suspension and dismissal of Council Members, lies with the Board.

COMPOSITION

The Committee consists of three Board members appointed by the Board, including the Chair of the Committee. Committee Members are appointed for a period up until the following Board elections and there is no limit on the number of terms the Members can serve, subject to Board approval.

COMMITTEE MEETINGS

The Committee shall agree to meet on a needs basis and will provide regular updates to the Board.