

# **RICS Global Appointments Model (GAM)**

**Revision 4**

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## INTRODUCTION

### 1. Purpose

The purpose of the Global Appointments Model (GAM) is to provide a framework and guidance for all appointments made to governance bodies and engagement bodies within RICS to ensure they are made in a fair, transparent and lawful manner and are in line with RICS' commitment to diversity, equity, and inclusion.

- 1.1. This is in support of the vision for RICS to have the best calibre of members (both RICS members and independent members) on all its governance and engagement bodies.

### 2. Ownership of the GAM

- 2.1 The Nominations and Remuneration Committee (NRC) is the body responsible for approving and overseeing the GAM and advising on the appointment processes for appointments to Governing Council and the RICS Board, and other governance and engagement body appointments as appropriate.

### 3. Review

- 3.1 The NRC shall review the GAM at least annually, to ensure it remains fit for purpose and compliant with all statutory and regulatory requirements.

### 4. Monitoring and reporting

- 4.1 The NRC shall monitor appointments being made under the GAM and provide at least annually a report to the RICS Board and Governing Council or more frequently as NRC may determine on the efficacy and application of the GAM and its processes.
- 4.2 These periodic assurance reports shall include information on the number of vacancies and candidates, and diversity, equity, and inclusion data, where available. They shall also provide information on the advertising strategies used, including, where applicable, the use of external recruitment consultants, as well as details of any concerns or issues raised as part of an appointment process.

### 5. Core principles

- 5.1 All processes and matters relating to appointments shall be governed by a commitment to operate in a transparent, fair, and lawful manner.
- 5.2 To ensure and support this, the following principles shall apply to all governance and engagement bodies within RICS:
  - a) Merit – the choice of individual shall be based on the skills, experience and qualities required for the governance body to operate effectively.
  - b) Diversity, equity and inclusion – RICS shall seek and encourage a wide range of high calibre applicants that reflect the diversity of the membership and the profession and is open to all candidates.
  - c) Probity – those involved in making appointments shall act with integrity

d) Transparency – RICS shall ensure the appointment process is fair, open and accountable ,

e) Focus on outcome – having individuals with the right quality of skills on governance bodies is more important than process overkill.

5.3 The maximum aggregate period that an individual may hold a non-executive appointment, whether on a single governance body or engagement body or on a combination of governance bodies and/or engagement bodies, and including any time spent as an interim appointment or as a co-optee appointment, shall be as follows (subject to the exception in 5.4 below).

5.3.1 The maximum aggregate period that an independent person may hold a non-executive appointment or combination of non-executive appointments (as described in 5.3 above) shall be six years.

5.3.2 The maximum aggregate period that a RICS member may hold a non-executive appointment or combination of non-executive appointments (as described in 5.3 above) in any continuous nine-year period shall be six years. If a RICS member has served as a non-executive on a single governance body or engagement body or on a combination of governance bodies and/or engagement bodies for a total aggregated period of six years in any continuous nine-year period, that RICS member shall be eligible to be appointed as a non-executive on a governance body or engagement body for a further period after at least a three-year gap has elapsed from the date that the RICS member's most recent appointment on a governance body or engagement body came to an end.

5.3.3 A non-executive appointment shall normally consist of an initial term of three years with a second term for a further three years if the individual is reappointed. The reappointment process is set out within section 11 below. Shorter terms of appointment may be considered, for instance in order to ensure that the terms of service of members of a governance or engagement body are staggered. However, no individual term of appointment shall exceed three years.

5.4 In exceptional circumstances only, the maximum aggregate period of six years' service by an independent person, or of six years' service in any continuous nine-year period by a RICS member, may be extended for up to two years. The process for determining and approving such exceptional circumstances is at section 12.

5.5 An individual shall normally only sit on one governance body or engagement body at any one time. The holding of dual positions across multiple RICS governance bodies and/or engagement bodies shall be prohibited, with the only exceptions to this rule being (i) where explicitly mentioned in the governance body's terms of reference (e.g. the NRC Chair being a member of the RICS Board), or (ii) in the case of a subsidiary body acting in an advisory capacity (e.g. a panel or a 'task and finish' group).

## **6. Scope**

6.1 The GAM shall apply to all governance bodies and engagement bodies within RICS.

6.2 The Regulatory Tribunal is not considered to be a governance body so appointments to this body are not covered by the GAM. Appointment procedures for the Regulatory Tribunal are approved by the Standards and Regulations Board.

6.3 Appointments to engagement bodies (i.e., permanent bodies which are non-governance bodies) across RICS shall be made in accordance with the framework set out for Grade C appointments in the GAM. The inclusion of engagement bodies in this manner under the GAM is to ensure

consistency of approach and application of the core principles in appointments to engagement bodies whilst allowing agility and not restricting or delaying the process.

## APPOINTMENTS

### 7. Classification of appointments

7.1 The classification of grades of appointments referred to in the GAM is set out below:

Grade A, B and C Appointments to Governance and Engagement Bodies:

Grade A	Grade B	Grade C
<ul style="list-style-type: none"> <li>Appointed members of Governing Council</li> <li>All members of the RICS Board and Standards and Regulation Board</li> <li>All governance body Chairs</li> </ul>	All other governance body appointments.	All engagement body appointments

**Governance bodies** are all bodies shown on the RICS governance structure. The Regulatory Tribunal is not classified as a governance body. Appointment procedures for this body are not covered by the GAM and are approved by the Standards and Regulation Board.

**Engagement bodies** are all permanent bodies which are not on the RICS governance structure.

### 8. Commencing the appointment process

8.1 Before starting the appointment process to recruit a new role, the chair of the relevant governance or engagement body shall consider whether there is a genuine need to appoint a new member and provide their rationale for an appointment being required. As part of this process the chair shall review the skills matrix for the body, which will provide a high-level analysis of the skillset across the body, to assess the current skills and experience so that any gaps can be identified. The approach to skills assessment is set out in section 22.

- 8.2 Having identified any gaps in skills and experience, the chair shall agree a role description and person specification which shall be drafted by the relevant staff member(s) supporting the governance of engagement body in accordance with existing RICS templates and formats.
- 8.3 The chair shall work with the relevant staff member(s) to develop an advertising strategy for the role and ensure that the appointment opportunity is communicated to a diverse pool of potential candidates. All roles must be advertised on the relevant page on the RICS website.
- 8.4 Where the appointment is for an RICS member role, relevant communication channels shall also be used so that the opportunity to apply is communicated to as many RICS members as possible.
- 8.5 Where the appointment is for an independent role, communication channels used shall include advertising on LinkedIn and job boards targeting those from diverse backgrounds, unless the chair considers that use of those channels would be inappropriate.
- 8.6 The chair shall decide whether it would be beneficial to use external recruitment consultants to assist in appointing to the role bearing in mind that there is a cost to using these services and the available budget. For the purposes of the GAM, external recruitment consultants are defined as external recruitment and selection consultants independent of RICS. **External recruitment consultants shall always be used for all Grade A appointments.** External recruitment consultants should be considered for Grade B and Grade C appointments if it is anticipated that it will be difficult to find an individual of the right calibre with the right skillset. External recruitment consultants should also be considered if an initial recruitment campaign has been unable to source the right candidate.

The chair shall determine which external recruitment consultants will be used and ensure that competitive quotes are obtained. Any proposed external recruitment consultants should be able to demonstrate why they are appropriate for the role. The NRC shall monitor the use of external recruitment consultants and to ensure that they are being used appropriately and that there is not overuse of any particular external recruitment consultant.

#### 8.7 **Grade A and Grade B appointments**

- 8.7.1 The NRC oversees the appointment process for Grade A and Grade B appointments. Prior to starting an appointment process, the chair of the relevant governance body (or, in the case of appointment to a chair role, the chair of the superior body) shall complete and submit to the NRC a completed Governance Body Appointment Form (GBAF) to enable the NRC to approve the appointment process. The GBAF shall be provided by the Governance Team and the GBAF form is attached as Appendix B. **For Grade A appointments, a role description and person specification must be submitted with the GBAF.**
- 8.7.2 The completed GBAF shall enable the NRC to make the decisions set out in sub-clauses (a)-(g) below. If there are multiple identical roles to be appointed to the same governance or engagement body, then a single GBAF may be submitted. For example, if two RICS member roles requiring the same skillsets are being recruited simultaneously, a single GBAF may be used. However, if an RICS member role and an independent member role are being recruited simultaneously, separate GBAFs will be required. The information on the completed GBAF shall enable the NRC to:
  - a) Determine if there is a genuine need to recruit to a new role
  - b) Determine whether the length of term is correct ensuring that there is appropriate staggering of terms of appointment on each governance body

- c) Determine whether or not the role is to be remunerated, and if the role is to be remunerated, determine whether the proposed remuneration is appropriate for the role
- d) Approve the role description and person specification **for Grade A appointments only**
- e) Confirm the membership of the appointment panel is appropriate, balanced and compliant with the GAM framework
- f) Determine whether external recruitment consultants should be used to support the appointment process
- g) Determine whether the communications and advertising strategy will ensure that there will be a sufficient number of candidates with the right skillset and that the candidate pool will be as diverse as possible
- h) Confirm that the recommended executive involvement in the process is appropriate.

8.7.3 Where the NRC is not satisfied with the proposals submitted on the GBAF, the NRC will suggest to the chair submitting the GBAF the changes in process that need to be made. If the chair has concerns about these changes, those concerns shall be discussed with the Chair of the NRC so that agreement on a way to resolve the concerns can be reached.

## 8.8 Grade C appointments

8.8.1 Prior to starting a Grade C appointment, the chair of the relevant engagement body shall complete and submit to the chair of the superior body a completed Engagement Body Appointment Form (EBAF) to enable the chair of the superior body to approve the appointment process. Where the appointment is for an engagement body chair, the EBAF shall be submitted to the chair of the relevant superior body. The EBAF shall be provided by the Governance Team and the EBAF form is attached as appendix C.

8.8.2 The EBAF shall enable the chair of the superior body to make the decisions set out in sub-clauses (a)-(e) below. If there are multiple identical roles to be appointed to the same engagement body, then the same EBAF may be submitted. For example, if two RICS member roles requiring the same skillsets are being recruited, a single EBAF may be used. However, if the engagement body is recruiting two member roles with different skillsets, separate EBAFs shall be required. The information on the completed EBAF shall enable the superior body chair to:

- a) Determine if there is a genuine need to recruit to a new role
- b) Determine whether the length of term is correct ensuring that there is appropriate staggering of terms of appointment on each engagement body
- c) Confirm the membership of the appointment panel is appropriate and compliant with the GAM framework
- d) Determine whether the communications and advertising strategy will ensure that there will be a sufficient number of candidates with the right skillset and that the candidate pool will be as diverse as possible
- e) Confirm that the recommended executive involvement in the process is appropriate.



- 8.8.3 Where the superior body chair is not satisfied with the proposals submitted on the EBAF, they shall advise the chair submitting the EBAF of the changes in process which need to be made. If the chair has concerns about these changes those concerns shall be discussed with the superior body chair so that agreement on a way to resolve the concerns can be reached.

## **9. Appointment panel composition**

### **9.1 Panel composition for Grade A and B appointments**

- 9.1.1 Appointment panels shall comprise a minimum of three members which must include:

- a) The chair of the governance body making the appointment (this person could be an RICS member or an independent member depending on the requirements of the governance body's terms of reference)
- b) An RICS member
- c) An Independent Recruitment Panelist (IRP) or another RICS member if there needs to be a member majority on the panel.

- 9.1.2 Where the appointment in question is that of a governance body chair, then the chair of the **superior body** shall chair the panel. For example, the RICS Board Chair would chair the panel to appoint the Global Members Committee (GMC) Chair.

- 9.1.3 In proposing a panel to the NRC, thought shall be given to the diversity of the panel, whether the right skillsets and experience are represented and whether the balance of independent and RICS members on the panel is right.

- 9.1.4 Appointment panels shall not include RICS staff, although there may be occasions when it is appropriate to seek executives' input to inform the panel's decision making. This may include having an executive in attendance as an observer, or the use of informal meetings as part of the appointment process. The NRC shall approve the involvement of any executive or RICS staff in an appointment process.

- 9.1.5 The Governance Team shall maintain a list of IRPs, who are suitably qualified and independent individuals that can provide support with recruitment and appointments. Further details can be found in sections 17 and 18 and Appendix E. Where a skillset is required, which is not held by the individuals on the list, the Governance Team shall look to find an alternative IRP in line with the process set out at section 18.

- 9.1.6 The reference and due diligence check requirements in relation to panel members is as follows. For Grade A appointment panels, reference and due diligence checks must be undertaken before the panel member's appointment can be finalised. For Grade B and Grade C appointment panels, reference and due diligence checks may not be required but a panel member must sign a Non-Disclosure Agreement before participating on a panel. For IRPs, reference and due diligence checks must be undertaken at the time of their appointment.

### **9.2 Panel composition for Grade C appointments**

- 9.2.1 Appointment panels shall comprise a minimum of two members which must include:

- a) The chair of the body making the appointment

b) A member of a WRB or engagement body – usually the deputy chair.

9.2.2 Where the appointment in question is that of a chair, then the chair of the **superior body** shall chair the panel. For example, the Chair of the Europe WRB would chair the panel to appoint the Germany Board Chair.

9.2.3 In proposing a panel to the chair of the superior body or WRB chair (where the appointment is for an engagement body chair), thought shall be given to the diversity of the panel and whether the right skillsets and experience are represented.

9.2.4 Appointment panels shall not include RICS staff. However, there may be occasions when it is appropriate to seek executives' views and opinions to inform the panel's decision making. This may include having an executive in attendance as an observer, or the use of informal meetings as part of the appointment process. The chair of the superior body shall approve the involvement of any executive or RICS staff in an appointment process.

## **10. Appointment process**

10.1 The appointment panel (the 'Appointment Panel') shall agree an application pack, which shall include (i) a role description, (ii) a person specification, and (iii) the process for applying. **The role description and person specification shall already have been approved by the NRC upon submission of the GBAF for any Grade A appointment.** Candidates shall normally be asked to provide a CV and a covering letter explaining how their skills and experience meet the role description and person specification. Where an external recruitment consultants is used, the application pack shall be developed in conjunction with the external recruitment consultant.

10.2 Where an external recruitment consultant is to be used, the Appointment Panel shall consider options for selection of potential external recruitment consultants suggested by the Governance Team. **For Grade A appointments, the Appointment Panel shall consider submissions from at least two external recruitment consultants.** The Appointment Panel may wish to meet these external recruitment consultants (either in-person or remotely) and receive presentations from them before deciding which external recruitment consultant to use.

10.3 Where an RICS member submits an application, their details will be checked against RICS' membership database to ensure their records are clear. If any issues are identified on the member's record on the RICS database, these shall be raised with the Appointment Panel so they can decide whether to progress the application. Advice from the Regulation Department shall be sought and provided to the Appointment Panel, if necessary.

10.4 Once the deadline for applications to be received has passed, the Appointment Panel shall consider whether the pool of applications is large enough and sufficiently diverse to continue the process. At least three applications must have been received to enable the appointment process to continue. If there is insufficient number and/or diversity of candidates, the NRC shall be consulted and shall decide whether or not it is acceptable to appoint from the pool of applications received. If the NRC decides that the process shall begin again, the NRC shall give guidance on how increased number and/or diversity of candidates can be achieved.

10.5 For shortlisting, the Appointment Panel shall use the role description and person specification to agree assessment criteria, drafted by the relevant staff member(s) to undertake a short-listing process.

- 10.6 The Appointment Panel shall short-list candidates using the assessment criteria they have developed. If there are less than three candidates suitable for interview, the Appointment Panel shall consult the NRC and consider whether the process should begin again with a view to encouraging more candidates of a sufficient calibre to apply.
- 10.7 For interview preparation, the Appointment Panel shall use the role description and person specification to agree assessment criteria, drafted by the relevant staff member(s) and agree interview questions in advance.
- 10.8 **For Grade A appointments, the Appointment Panel shall take additional steps to ensure the right candidate is selected. For example:**
- a second interview process
  - a requirement to provide a presentation on a topic previously identified by the Appointment Panel
  - use of psychometric testing
  - use of informal meetings with Officers, key governance body members and key executives
- 10.9 Once the interviews and any additional processes have been completed, the Appointment Panel shall decide whether they have identified any candidates who they consider suitable to appoint. Where there is more than one candidate who is suitable, the preferred candidate shall be agreed by the Appointment Panel in accordance with the assessment criteria agreed prior to interview.
- 10.10 If the Appointment Panel decides that the appointment process has not identified a suitable candidate to appoint, no appointment shall be made. Instead, the appointment process shall be recommenced, in consultation with the NRC, with thought being given as to how the process can be changed to ensure candidates of a suitable calibre apply.
- 10.11 [Not used]
- 10.12 All successful and unsuccessful candidate(s) shall be notified of outcome of the appointment process. **Reference and due diligence checks shall be completed for all successful candidates for Grade A or Grade B appointments.**
- 10.13 **If any issues are identified with the reference and due diligence checks for candidates for any Grade A or Grade B appointments, those issues shall be raised with the Appointment Panel so they can decide whether the candidate should be formally appointed and receive a formal appointment letter. Advice from the Regulation Department and the NRC shall be sought and provided to the Appointment Panel in relation to such issues. An appointment letter shall not be issued to a candidate unless and until the reference and due diligence checks are clear and any issues identified with those checks have been resolved.**
- 10.14 If the preferred candidate does not accept appointment to the role, the role may be offered to another candidate provided that other candidate was also identified as suitable by the Appointment Panel and the NRC in the case of Grade A appointments. **For Grade A appointments, if the role is to be offered to another candidate, the NRC shall be informed.**
- 10.15 An appointment letter, drafted in accordance with precedents maintained by the Governance Team, shall be issued to the successful candidate for any appointment, and that appointment letter must be signed and returned by the candidate. Once the appointment letter has been signed and returned, the candidate shall be considered to have been formally appointed.

- 10.16 If the successful candidate is required to be involved in any work or meetings of the governance or engagement body before their appointment has been completed, an appropriate non-disclosure agreement, drafted in accordance with precedents maintained by the Governance Team, must be signed and returned by the candidate to enable them to participate in such work or meetings.

## REAPPOINTMENTS

### 11. Approval process for reappointments

- 11.1 A reappointment is where an individual is appointed to a new term of office following the end of a previous term of office in the same role. Reappointments are not automatic, and a formal approval process must be followed. Any reappointment shall also be subject to up-to-date reference and due diligence checks being undertaken in relation to the individual to be reappointed.
- 11.2 The final decision on the reappointment of a governance or engagement body member shall be made by the chair of that body, **subject to considering feedback from the governance body in the case of Grade A and Grade B reappointments**. Where the individual is a chair, their reappointment shall only be approved by the chair of the superior governance or engagement body.
- 11.3 The reappointment process must commence no later than six months prior to the end of the individual's current term of office in order to allow time to conduct a fresh appointment process if required. The chair conducting the reappointment shall start the process by undertaking an initial assessment as to whether they wish to consider the individual for reappointment, having regard to previous evaluations of the individual in the role, and a review of the skills matrix for the body. If the chair's initial assessment is that they wish to consider reappointment, the individual shall be asked whether they would wish to continue in the role, subject to the reappointment process.
- 11.4 **For Grade A and Grade B reappointments, the following reappointment process shall apply after the steps in 11.3 have been taken.**
- a) **The individual shall complete a form with details of their skillset and performance and how they meet the requirements of the role.**
  - b) **The chair shall assess the skillset of the individual up for reappointment against the skills required for the role and the skills matrix for the governance body, in preparation for a discussion between the chair and the individual.**
  - c) **The chair and the individual shall meet for a discussion of the individual's skillset and performance against the requirements of the role and the skills matrix for the governance body, at the conclusion of which the chair shall inform the individual whether the chair has decided to recommend the individual for reappointment.**
  - d) **If the chair decides to recommend reappointment, the chair shall provide a recommendation to the governance body that the individual should be reappointed, accompanied by the chair's rationale, and shall ask the governance body for feedback. This step can be undertaken at or between meetings of the governance body, but the individual under consideration for reappointment must not be involved in this step.**
  - e) **The chair shall consider the feedback from the governance body in making their final decision regarding the individual's reappointment. The chair's decision on reappointment, including the rationale for the decision, shall be recorded in writing,**

and shall be provided first to the individual and then to the governance body and to the Governance Team. If there are any areas for improvement on the part of the individual, an action plan shall be put in place.

- 11.5 **For Grade C appointments, after the steps in 11.3 have been taken, a reappointment shall only be approved following a satisfactory and documented approval process. Prior to any reappointment the chair conducting the reappointment shall assess the individual against the requirements set out in the role description and the skills matrix for the engagement body. A meeting between the chair and the individual shall then take place and the assessment shall be discussed. In this discussion, the chair shall advise the individual whether their reappointment is approved or not. If there are any areas for improvement on the part of the individual, an action plan shall be put in place. The outcome of the discussion shall be provided to the relevant Member Engagement Lead.**
- 11.6 If the reappointment is approved the term of the reappointment shall be agreed between the chair and the member. The term of any reappointment shall be limited such that the individual shall not serve more than the maximum aggregate period for non-executive appointments as stipulated in 5.3 above on a single governance body or engagement body or on a combination of governance bodies and/or engagement bodies, e.g. an individual who has already served a term, or terms, of appointment of four years may only be reappointed for a further term of a maximum of two years (in the case of a RICS member in any continuous nine-year period).

## **EXTENSIONS**

### **12. Approval process for extensions**

- 12.1 An extension is where the existing term of office of an individual is extended beyond the normal expiry date of that term of office. Extensions shall only be made in exceptional circumstances. Proper succession planning should mitigate the need for extensions to be used.
- 12.2 Extensions are not considered to be good governance practice, even where an extension is sought because an individual leaving a role is exceptional. Therefore, the approval of extensions within RICS shall be strictly subject to appropriate escalation.
- 12.3 **Any extension to a period of office for a Grade A or Grade B appointment shall be recommended by the chair of the relevant governance body (or the chair of the superior body if the extension relates to an existing chair role), following consultation with the NRC, to the President for approval (as set out in the Regulations).** The recommendation for extension shall clearly set out the rationale for the circumstances relied upon being truly exceptional.
- 12.4 **Any extension to a period of office for a Grade C appointment shall be recommended by the chair of the engagement body (or chair of the superior body), following consultation with NRC, to the chair of the relevant superior body.** The recommendation for extension shall clearly set out the rationale for the circumstances relied upon being truly exceptional.
- 12.5 The processes above shall apply even if the request for extension relates to an individual to be appointed to a different governance or engagement body from the body they have been serving on if the extension would result in that individual's aggregate period of office exceeding the maximum aggregate period for non-executive appointments as stipulated in 5.3 above.
- 12.6 By way of illustration, a non-exhaustive list of examples of circumstances not considered exceptional includes the following:

- That there was insufficient time to start the recruitment for a replacement member of the governance or engagement body as the team responsible for recruitment was working on other projects
- That the governance or engagement body member is very good at their role.

## **INTERIM AND CO-OPTEE APPOINTMENTS**

### **13. Approval process for interims and co-optees**

13.1 In certain circumstances, it may be beneficial to RICS to make a time-limited appointment, whether as an interim appointment or as a co-optee appointment. Such appointment is permissible if it is one being made for a defined period of no more than one year (and provided that such appointment shall not result in the appointed individual exceeding the maximum aggregate period for non-executive appointments stipulated in 5.3 above) to:

- (a) provide cover for the absence of a member of a governance or engagement body (i.e. an interim appointment); or
- (b) secure someone with specific and additional skills who are required for a specified period to support a defined piece of work (i.e. a co-optee).

13.2 **For Grade A and Grade B appointments (i.e. to governance bodies)**, where an interim or co-optee appointment is suggested, the chair of the governance body wishing to make such appointment (or the chair of the superior body where it is a chair appointment) shall make a recommendation to the NRC setting out a clear rationale for the proposed appointment and providing a CV in support of the recommendation. If the recommended individual is an RICS member, their membership record must be checked to ensure it is clear. If it is found necessary to reappoint an interim or co-optee for a further term, the same process as set out above shall apply.

13.3 If the NRC approves the interim or co-optee Grade A or Grade B appointment, reference and due diligence checks of the individual must be completed before the appointment is finalised. The process for dealing with checks that raise an issue is set out in section 10.13.

13.4 **For Grade C appointments** where an interim or co-optee appointment is suggested, the chair of the governance body wishing to make such appointment (or the chair of the superior body where the individual is suggested for a chair appointment) shall make a recommendation to the relevant superior body chair setting out a clear rationale for the proposed appointment and providing a CV to support the recommendation. The recommended individual's membership record must be checked to ensure it is clear.

## **ALTERNATES**

### **14. Appointment of alternates**

14.1 Alternates are individuals who are not appointed to a governance or engagement body but attend a meeting of a governance or engagement body in place of an appointed member who is unable to attend.

14.2 Those appointed to any governance or engagement bodies are appointed as individuals and they have no power to authorise an alternate to act or attend in their place. Appointment of an alternate must go through the formal approval process.



- 14.3 The use of alternates is not recommended as any individual proposed as an alternate will not have been through a transparent appointment process and will not be up to speed with the work of the governance or engagement body.
- 14.4 A chair of a governance or engagement body may authorise the appointment of an alternate to attend a meeting in place of a member of a governance or engagement body if the member is unable attend (i.e. deputising). The alternate shall be an observer and shall have no entitlement to vote on decisions of the governance or engagement body. However, if the member of the governance or engagement body is, based on reasonable grounds, expected not to be able to attend more than one meeting, the chair of the governance or engagement body shall consider appointing an interim to provide cover for the member. The process for appointing interims is at section 13.

*[Section 14 above which deals with the appointment of alternates does not align with the Regulations and Standing Orders. It is recommended that the Regulations and Standing Orders are amended to align with section x. The Regulations and Standing Orders will take precedence if there are no amendments]*

## **REMOVALS**

### **15. Key principles applicable to all removals**

- 15.1 Removing a member of a governance or engagement body should only be required on rare occasions if the appointment processes are working effectively.
- 15.2 The removals process applied shall be governed by a commitment to operate in a transparent, fair and lawful manner.
- 15.3 Failure of a member of a governance body or engagement body to attend three consecutive meetings of the body without good cause shall result in immediate removal of that member from the governance body or engagement body without the removals process in section 16 being required. Where the chair of the governance or engagement body (or chair of the superior board where this applies to a chair of a governance or engagement body) believes that such non-attendance is without good cause, they shall seek the agreement of the Chair of the NRC prior to proceeding with removal of the member.

### **16. Removals process**

- 16.1 There may be occasions when it is appropriate for a member to be removed before the expiry of their term. The reasons for this could be wide ranging and can include unsatisfactory performance or attendance, misconduct or behavioural issues, loss of confidence in the individual, long term absence issues, conflicts of interest that cannot be managed or simply that the member's skills are no longer needed or relevant.
- 16.2 It is expected that a chair shall undertake an annual appraisal with their governance and engagement body members. However, where there are potential performance, conduct or attendance issues, the chair should be having regular dialogue with the governance or engagement body member to address these issues before the removals process needs to be invoked.
- 16.3 The standard process to effect a removal is the responsibility of the chair of the governance or engagement body (or in the case of a chair, the chair of their superior body).
- 16.2 In the removals process, the chair shall meet with the individual and:

- 16.2.1 Outline their concerns to the individual and their intention to remove them from the governance body or engagement body and allow them to respond. This an accurate and reasonable summary of the process and outcome of the discussion shall be documented by the chair.
- 16.2.2 If the chair of the governance body or engagement body still wishes to remove the individual following the discussion, the documented discussion and outcome shall be provided to the Chair of the NRC and the chair of the governance body or engagement body shall discuss the removal with the Chair of the NRC.
- 16.2.3 Where the NRC Chair agrees with the proposal to remove the member, a letter advising the member that they have been removed from the governance body or engagement body must be sent to them within seven working days. The removal shall take effect from the date of the letter.
- 16.3 If a member being removed wishes to appeal then they must inform the Senior Independent Governor within seven working days.
- 16.4 In the event of an appeal, the Senior Independent Governor (SIG) shall hold discussions with the person proposed for removal and chair of the governance or engagement body and review any evidence before making a decision as to whether the governance or engagement body member should be removed. The decision of the SIG in this regard is final.

## **INDEPENDENT RECRUITMENT PANELISTS (IRPS)**

### **17. Requirements of an IRP**

- 17.1 IRPS are individuals who are independent of RICS. IRPs cannot be members or staff. IRPs are selected for their knowledge and experience to support RICS' appointments process. The Governance Team shall hold a list of IRPs.
- 17.2 Examples of IRPs include individuals with experience of making board level and non-executive appointments, with specific skills such as audit or accounting, or linked to a partner organisation or stakeholder such as government.
- 17.3 IRPs are formal members of appointment panels and have a vote in the final decision.
- 17.4 IRPs are remunerated for their work at the day rate and on the basis approved by the NRC for non-executives on an appointment.

### **18. Selection and approval of IRPs**

- 18.1 The NRC shall determine a process to appoint and identify a pool on IRPs which is documented within Appendix E.
- 18.2 RICS shall carry out reference and due diligence checks on IRPs in the same manner that successful candidates are verified.
- 18.3 IRPs may be members of the pool for a maximum of six years.
- 18.4 RICS shall be under no obligation to use a specific IRP from the pool on an appointment panel.

## **OTHER**

### **19. Deputy Chairs**



- 19.1 Each governance body or engagement body shall choose one of its members to act as a deputy chair in the absence of the chair, in accordance with the body's terms of reference.
- 19.2 Being appointed as deputy chair does not mean that the individual so appointed shall automatically become the next substantive chair of the body.
- 19.3 The deputy shall act as chair of the governance or engagement body if the chair is absent or otherwise unable to perform their duties, whether for one meeting or for a longer period of time, for example, if the chair has a period of ill health.
- 19.4 In the event of the chair leaving their office unexpectedly the deputy chair shall chair the governance body or engagement body until a successor is appointed.
- 19.5 If the chair is absent or unable to serve for more than three meetings, an interim chair shall be appointed. The deputy chair may be appointed as an interim chair but shall not be appointed as permanent chair without a transparent appointment process as set out in section 10.
- 19.6 The process to appoint a deputy chair is documented within Appendix F.

## **20. Reporting on GAM**

- 20.1 The Governance Team, as support to the NRC, shall record the appointments referred to the NRC throughout each calendar year. The Governance Team shall then work with the Chair of the NRC to produce an assurance report which shall be provided to the RICS Board and subsequently to Governing Council.
- 20.2 The assurance report shall include, as a minimum, the following areas:
  - a) Number of referrals to the NRC for appointments
  - b) Number of applications received and shortlisted candidates for each vacancy
  - c) Generic details of appointment panels to demonstrate fairness and independence
  - d) Mediums and channels used to advertise the roles
  - e) The roles for which search consultants were used along with an explanation of why they were used and how effective they were
  - f) Explanations where vacancies were not filled
  - g) Anonymised diversity, equity and inclusion (DEI) data broken down into role as well as provided across all appointments advertised throughout the year
  - h) Any reappointments made
  - i) Instances where alternates were appointed
  - j) Any interim appointments made and any extensions granted throughout the year accompanied by the rationale for permanent appointments not being made
  - k) Anonymised details of any removal processes invoked.

## **21. Succession planning and terms of office**

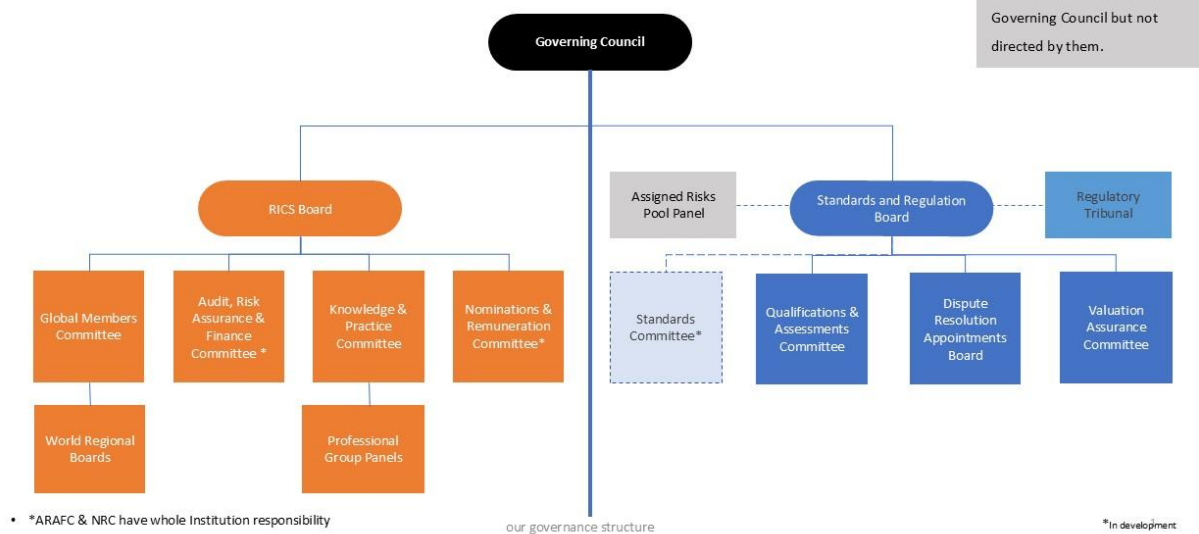
- 21.1 Each governance or engagement body chair shall consider and monitor the terms of office of its members to avoid any situation where all members could leave at once.
- 21.2 Where all or a majority of members of a governance or engagement body start at the same time, terms of office must be staggered to ensure some continuity whilst also trying to avoid a constant stream of appointments and reappointments.

## **22. Skills assessment**

- 22.1 Each governance body or engagement body chair shall maintain a record of the skills and experience of each of its members to identify any potential gaps or development areas using a template provided by the Governance Team.
- 22.2 This skills assessment may be used to support the rationale for targeting recruitment to plug any gaps created by vacancies, e.g., financial accounting and audit experience are skills needed for the Audit, Risk, Assurance and Finance Committee.

## APPENDIX A – GOVERNANCE BODY STRUCTURE

Independent professional regulation is guaranteed through our governance structure



## APPENDIX B – GOVERNANCE BODY APPOINTMENT FORM

### GOVERNANCE BODY APPOINTMENT FORM\* (GBAF)

The GBAF form is to be used for all Grade A and Grade B Governance body appointments: (1) Grade A appointments namely: (i) appointed members of Governing Council (ii) members of the RICS Board and Standards and Regulations Board and (iii) governance body Chairs (2) Grade B Appointments which include all other governance body appointments.

Role title: <i>Governance body to be included.</i>	
Proposed by: <i>Name and role to be included.</i>	
Rationale/Purpose of appointment: <i>Reasons and need to recruit to the new role to be included.</i>	
Key skillsets required for the role:	
Length of appointment: <i>If the term is for less than the maximum three years, include an explanation for the length of term.</i>	
Will the length of term ensure there is appropriate staggering of terms of office on the governance body?	
For Grade A appointments, is the (i) role description and (ii) person specification being submitted with the GBAF?  <i>Submissions (i) and (ii) can be combined into one document. If any of the content of the submission(s) needs be explained to NRC, this should be included here or on a separate note provided with the submission(s).</i>	
What is the composition of the proposed appointment panel? Is the appointment panel appropriate and compliant with the GAM framework?	
Are external recruitment consultants required to support the appointment process? If yes, which consultants will be used and what is the anticipated cost?	

Which, if any, members of RICS executive or staff has been/will be involved in the appointment process? Explain what their role has been/will be.	
<p>What is the proposed communication and advertising (C&amp;A) strategy to be used for the role? Why is this strategy being proposed for this role?</p> <p><i>This should include:</i></p> <ul style="list-style-type: none"> <li>• <i>all advertising and communication channels</i></li> <li>• <i>an explanation of member reach for all member roles</i></li> </ul>	
How will we ensure that there will be (i) sufficient skilled candidates and (ii) a diverse candidate pool?	
Is the role being remunerated?	
If the role is not being remunerated, what is the rationale for this?	
If the role is being remunerated, what is the proposed remuneration? What is the rationale for this?	
Additional Information (If any)	

SUBMITTED BY :

(Chair of the Appointment Panel)

SIGNED:

DATE:

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APPROVAL:

APPROVED by Nominations and Remuneration Committee (NRC): Yes/No:  
(Including approval of the role description and person specification for Grade A appointments)

NOT APPROVED:

Changes that are required to be made in the appointment process and the rationale for these changes:

[NRC Chair] .....

Date .....

## APPENDIX C – ENGAGEMENT BODY APPOINTMENT FORM

### ENGAGEMENT BODY APPOINTMENT FORM\* (EBAF)

The EBAF form is to be used for all Grade C engagement body appointments.

Role title: <i>Engagement body to be included.</i>	
Proposed by: <i>Name and role to be included.</i>	
Rationale/Purpose of appointment: <i>Reasons and need to recruit to the new role to be included.</i>	
Key skillsets required for the role:	
Length of appointment: <i>If the term is for less than the maximum three years, include an explanation for the length of term.</i>	
Will the length of term ensure there is appropriate staggering of terms of office on the engagement body?	
What is the composition of the proposed appointment panel? Is the appointment panel appropriate and compliant with the GAM framework?	
Are external recruitment consultants required to support the appointment process? If yes, which consultants will be used and what is the anticipated cost?  <i>External recruitment consultants are only expected to be used in exceptional circumstances</i>	
Which, if any, members of RICS executive or staff has been/will be involved in the appointment process? Explain what their role has been/will be.	

What is the proposed communication and advertising (C&A) strategy to be used for the role? Why is this strategy being proposed for this role? <i>This should include:</i> <ul style="list-style-type: none"> <li>• <i>all advertising and communication channels</i></li> <li>• <i>an explanation of member reach</i></li> </ul>	
How will we ensure that there will be (i) sufficient skilled candidates and (ii) a diverse candidate pool?	
Additional Information (If any)	

APPROVAL:

APPROVED by (WRB Chair or superior engagement body chair as appropriate): Yes/No

NOT APPROVED:

Changes that are required to be made in the appointment process along with the rationale for these changes:

Name.....

Role.....

Date.....

## **APPENDIX D – GLOSSARY**

### **Alternates**

An alternate is someone who attends a meeting of a governance or engagement body in place of the appointed member who is unable to attend.

### **Extension**

An extension is defined as term of office beyond the maximum period of office of six years. This is in line with the RICS Regulations, and extensions shall be for an absolute maximum of two years as provided in the Regulations.

### **Independent Recruitment Panelist (IRP)**

IRPS are individuals who are independent of RICS. IRPs cannot be members or staff. IRPs are selected for their knowledge and experience to support RICS' appointments process. The Governance Team shall hold a list of IRPs. More information about IRPs is included in section 18.

### **Interim appointments**

An interim appointment is where an individual is appointed for a limited time to fill a role without a full appointment process to temporarily fill a vacancy.

### **Co-optee appointments**

A co-optee appointment is where an individual is appointed without a full appointment process for a limited time to secure with specialist skills for a particular purpose.

### **Reappointment**

A reappointment is where RICS chooses to exercise its right to make an appointment for an additional term up to the maximum aggregate period of six years that can be served by an individual on non-executive.

### **Reference and due diligence checks**

The reference and due diligence checks to be undertaken shall be in accordance with the standard requirements of the Governance Team from time to time.



## **APPENDIX E – INDEPENDENT RECRUITMENT PANELLIST APPOINTMENT PROCESS**

- 1 NRC Chair reviews the Role Description and Person Specification.
- 2 Advertise to seek candidates using appropriate means and channels, such as:
  - using executive search specialists;
  - other targeted search such as using specific journals or websites;
  - open advertisement; and/or
  - or social media channels such as Linked In.
- 3 Applicants are requested to submit their CV and a covering letter.
- 4 Following the expiry of the deadline, CVs will be reviewed against the requirements of the role description and attributes within the person specification, and a shortlist produced by the Head of Governance.
- 5 Shortlisted candidates will be interviewed by the NRC Chair, who may involve other members of the NRC if required.
- 6 Successful candidates will be selected and offered the position subject to the undertaking of reference and due diligence checks, including on background and references. Selected by NRC Chair.
- 7 An official appointments letter will be issued explaining the terms of the appointment, including remuneration that is paid based on a day rate as approved by NRC.
- 8 Appointments are made in accordance with the GAM for a period of 3 years initially with a possible second extension up to a further 3 years.
- 9 Existing independent appointment experts who are on NRC or have served on the NRC in the last 3 years will be automatically eligible to be IRPs, unless there has been any issue with their appointment or performance.

## **APPENDIX F – DEPUTY CHAIR APPOINTMENT PROCESS**

- 1 Nominations shall be invited from within the body's membership for the position of deputy chair.
- 2 If there is more than one nomination, the vote will be conducted by way of a show of hands.
- 3 In the event of there being more than two nominees, then the candidate with the least votes will be eliminated at each stage until there can be a final determining vote between two candidates. The Chair has a second or casting vote to be used to break deadlock where there is an equality of votes.
- 4 The appointment will be confirmed within the minutes of the meeting.
- 5 Once appointed, the deputy chair shall remain in post until they step down or a successor is appointed.