

**THE COLLEGE OF LAW LIMITED (“COLLEGE”)
FELLOWSHIP ADVISORY COMMITTEE CHARTER
Approved – 16 December 2014**

1. Introduction

- 1.1. The Fellowship Advisory Committee (“**Committee**”) is established under article 8.10(e) of the College’s Constitution (“**Constitution**”) and pursuant to article 1.3 of the Fellowship Rules (“**Rules**”).
- 1.2. This Charter must be read in conjunction with article 8.10(e) of the Constitution and article 1.3 of the Rules, and should there be any conflict between the Constitution, the Rules and the Charter, then the Constitution will prevail.
- 1.3. The Board of Governors (“**Board**”) continuously reviews current trends and best practice in relation to corporate governance. The primary function of the Committee is to assist the Board in relation to:
 - 1.3.1 the establishment of criteria and guidelines in relation to the nomination and ranking of potential candidates for appointment as Academic and Honorary Fellows of the College; and
 - 1.3.2 the ranking of nominated candidates for appointment as Academic and Honorary Fellows of the College.
- 1.4. This Charter provides further detail with regard to the responsibilities of the Committee as detailed in article 8.10(e) of the Constitution and article 1.3 of the Rules and details the manner in which the Committee will operate.
- 1.5. The Committee shall comply with the policies and procedures established by the Board and notified to the Committee from time to time¹, as well as generally acting in accordance with College policies.

2. Responsibilities

The specific responsibilities of the Committee are set out as follows:

Establishment of criteria and guidelines for the nomination and ranking of potential candidates for appointment as Academic and Honorary Fellows of the College

- 2.1 To develop criteria and guidelines for the nomination and ranking of potential candidates taking into consideration the necessary and desirable attributes of Academic and Honorary Fellows.
- 2.2 When considering the matters in section 2.1 of this Charter, encouraging an appropriate gender balance and spread across the various legal communities while always preferring merit as the key criterion.
- 2.3 Essential criteria for nomination and ranking should include:
 - excellence with regard to reputation in the field of legal education;
 - current role and past relationship with the College;
 - personal unblemished reputation.

¹ Article 5.12(c) of the Company’s Constitution

Ranking of candidates

- 2.4 In accordance with the established criteria the Committee will rank the candidates in order of merit for both Academic and Honorary Fellows.
- 2.5 For both Academic and Honorary Fellows, the Committee will produce a Shortlist of Ranked Nominees ("**Shortlist**") for final determination by the Board.
- 2.6 The Committee will discuss the nominees with a view to reaching a consensus on ranking, but where consensus is not possible the Committee members will vote.
- 2.7 In the event of a tied vote, the Chair has a casting vote.

Shortlist of nominees

- 2.8 The Committee will prepare and provide to the Board a Shortlist which the Board will consider for final approval.
- 2.9 The Shortlist of Academic Fellows should include up to six nominees in the inaugural year and at least one nominee each year thereafter.
- 2.10 The Shortlist of Honorary Fellows should include up to fifteen nominees in the inaugural year and up to four nominees each year thereafter.

Selection of Academic and Honorary Fellows

- 2.11 The Board will consider the Shortlists produced by the Committee and make the final determination with respect to any appointment of Fellows.
- 2.12 The Board may determine that less than the maximum number of Fellows permitted by the Rules are worthy of being appointed in any given year.

Generally

- 2.13 In discharging their responsibilities, Committee members have a duty to act in the best interests of the College as a whole, irrespective of personal, professional, commercial or other interests, loyalties or affiliations, and must respect the confidential nature of the discussions and resolutions of the Committee.
- 2.14 Any conflicts of interest must be declared prior to the commencement of any relevant Committee meeting.

3. Administration Matters

Composition and Term

- 3.1. The Committee is an advisory committee of the Board.
- 3.2. The Committee shall comprise:
 - 3.2.1 the Chair (who shall be a member of the Board);
 - 3.2.2 an executive Governor appointed by the Board;
 - 3.2.3 an external member.
- 3.3. The Committee members chosen as detailed in articles 3.2.1 and 3.2.2 of this Charter remain in office until determined otherwise by the Board.

Meetings

- 3.3 The Committee will hold meetings at the least once per year.
- 3.4 A quorum will be a simple majority of the members of the Committee at the current time, including the Chair.
- 3.5 Meetings of the Committee may be held face-to-face or through any technological means by which members can participate in a discussion or by a written resolution signed by all members entitled to vote on that resolution at a meeting of the Committee.
- 3.6 The notice and agenda of meetings will be prepared by the College's Academic Secretary in consultation with the Chair and will include relevant supporting papers, as appropriate.
- 3.7 The Chair may invite any Governor, Officer or Employee of the Company to attend its meetings as it sees fit.

Secretariat duties and reporting to the Board

- 3.8 The College's Company Secretary will minute the matters arising from all meetings. The minutes will be ratified by members in attendance and signed by the Chair.
- 3.9 The minutes of all Committee meetings will be included in the papers at the next Board meeting.

Access to information and independent advice

- 3.10 The Committee has the authority to seek any information it reasonably requires from any employee of the Company.

4. Review of Charter

- 4.1. The Committee should review its charter from time to time to provide assurance that it remains consistent with the Board's objectives and responsibilities.
- 4.2. No change may be made to this Charter without the approval of the Board.