

## TERMS OF REFERENCE

### The Nominations Committee

#### **1. Purpose of the Nominations Committee**

The purpose of the Nominations Committee (The Committee) is to assist the board of directors in fulfilling its oversight responsibilities with regards to matters relating to the recruitment and appointment of directors and the review of director and board performance.

#### **2. Authority and Accountability**

The authority of the Committee is established by the board. It reports to the board.

The Committee has the powers to:

- a) Take any decision on behalf of the organisation that is within the powers delegated to it by the board.
- b) Seek any information it requires from any employee, consultant, committee or panel members of the organisation in order to perform its duties and all such persons are directed to co-operate with any request made by the Committee.
- c) Obtain at the company's expense, outside legal or professional advice on any matter within its terms of reference (the CEO must sign off any expenditure ensuring there are sufficient funds)
- d) Have published in the organisation's annual reports any issues that cannot be resolved between the Committee and the Board.

#### **3. Chair**

The Chair of the board shall usually be the Chair of the Nominations Committee. The Chair of the Committee shall be appointed by the board.

#### **4. Membership**

The Nominations Committee shall comprise no less than 5 members who are appointed each year. These will include the Chair of the board, the Vice Chair of the board and three non-executive board members, at least two of whom shall be independent.

These shall be the full members of the Committee.

Attendance of non-members of the Committee shall be by invitation only.

The CEO will be in attendance at the meetings.

A member of the Committee shall act as secretary and shall produce and circulate draft minutes of each meeting.

Committee members shall be appointed by the board in consultation with the Committee chair, for a period of two years but shall be subject to annual review.

#### **5. Duties**

The Nominations Committee shall carry out the following tasks and such other tasks as shall be referred to it by the board:

### ***Board Evaluation***

- a) Review, at least annually, the structure, size and composition (including the skills, knowledge, experience and diversity) of the board, compared to its current position and make recommendations to the board with regard to any changes.
- b) Maintain and put to the board annually an up to date matrix detailing the skills and experience required of the board.
- c) Lead on an annual evaluation of the performance and effectiveness of the board and individual directors.
- d) Lead on any external evaluation of the board which shall be carried out at least every four years or at the request of UK Sport/Sport England.
- e) Review annually and report on board level diversity against the diversity targets and actions set in compliance with the Code for Sports Governance.
- f) Lead on evaluation every two years of performance and composition of the committees of the board.
- g) Ensure succession plans are in place for orderly appointments to the board and senior executives
- h) Taking considerations for directors and other senior executives in the course of its work, so as to maintain an appropriate balance of skills and experience within the company and on the board, taking into account the challenges and opportunities facing the company, and the skills and expertise needed on the board in the future.

### ***Board and Chief Executive Officer Recruitment***

- i) To oversee a formal, rigorous and transparent process for the recruitment and appointment of new directors to the board and the chief executive.
- j) Ensure UK Sport is informed of any recruitment for new directors to the board and/or the chief executive
- k) Prepare role description and person specification required for any new director, including Chair and Vice Chair.
- l) Manage on behalf of the board a formal open and transparent process for recruitment of new appointed board directors.
- m) Identify and nominate for the board's approval, candidates to fill board vacancies as and when they arise.
- n) Prepare role description and person specification required for the chief executive officer.
- o) Manage on behalf of the board from time to time a formal open and transparent process for the recruitment of new chief executive officer.
- p) Identifying and nominating for the board's approval, a new chief executive officer as and when required.
- q) Make recommendations to the board in relation to re-appointment of any director after the completion of their terms of office, assuming that they have not already reached the maximum term permitted under the Code for Sports Governance.

### ***Ensure all new Directors and Chief Executive complete a fit and proper persons test before appointment***

- r) Ensure all new directors and the chief executive receive a written statement of their responsibilities and receive a full, formal induction upon joining IHUK.

### ***Standards and Conduct***

- s) To review every four years the Directors Code of Conduct, Governance Policy and other policies of the board.

- t) To manage on behalf of the board any matters relating to breach of Directors Code of Conduct, Governance Policy and/or any other policies of the board.
- u) To manage on behalf of the board any matters relating to continuation in office of a director, including suspension or termination.

## **Procedure**

The committee shall meet at least four times a year and otherwise as required.

Meetings of the committee shall be called by the secretary of the committee at the request of the committee Chair. Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda, shall be forwarded to each member of the committee and any other person required to attend, by email no later than seven days before the meeting, unless otherwise agreed by the committee Chair.

Supporting papers shall be sent to committee members and to other attendees as appropriate, at the same time.

A person may participate in a meeting of the committee by telephone, video conferencing, or other similar equipment provided that throughout the meeting all persons participating in the meeting are able to communicate interactively and simultaneously with all other parties participating in the meeting. A person participating in a meeting in this manner shall be deemed present in person at the meeting.

### **6. Quorum**

The quorum necessary for the transaction of business shall be three committee members, at least two of whom shall be non-executive directors. A duly convened meeting of the committee at which a quorum is present shall be competent to implement all or any of the authorities, powers and discretions vested in or exercisable by the committee.

### **7. Minutes of meetings**

The secretary will minute the proceedings and resolutions of all meetings of the committee, including recording the names of those present and in attendance.

The secretary will circulate and produce draft minutes of all meetings to committee members within seven working days of the meeting. They will also maintain an action log and circulate with the agreed minutes to the Board.

The secretary shall ascertain, at the beginning of each meeting the existence of any conflicts of interest and minute them accordingly.

Decisions taken by the committee will be reported to the following meeting of the board and the committee shall make a short report to each meeting of the board.

### **8. Decision making**

Decisions of the committee shall usually be agreed by consensus, but where a vote is required, a decision will require a majority, which shall be greater than fifty per cent (50%) of the available votes at that meeting and this majority must include the votes of at least two non-executive directors.

Voting shall be on a show of hands and each member of the committee shall be entitled to one (1) vote.

If the numbers of vote for and against a proposal at a meeting of the committee are equal, the Chair of the meeting shall not have a casting vote and the matter shall be referred to the board.

## 9. Reporting

Minutes of each committee meeting will be shared with the board. Decisions taken by the committee will be reported to the following meeting of the board and the committee shall make a short report to each meeting of the board.

## 10. Terms of Reference and Committee Effectiveness

The committee's terms of reference, membership and effectiveness will be reviewed biannually by the board and the committee.

IHUK – Terms of Reference: Nominations Committee	
Policy Number	
Approved by and date	
Review Scheduled	

DRAFT