

# Sample terms of reference nominations committee

Guidance note

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## Introduction

This sample tool proposes model terms of reference for the nominations committee of an organisation seeking to comply with the Code for Sports Governance and is intended to be adaptable. The list of duties of the nominations committee is based on existing best practice from a number of sources. Some organisations may wish to add to this list and some may need to modify it in other ways.

The Code does not provide a requirement as to the size of the nominations committee, but these model terms of reference agree with the suggestion that three members may be sufficient. Organisations with larger boards, however, may wish to consider increasing this number.

The company secretary/governance lead is responsible for helping the board and its committees to function effectively. The company secretary/governance lead should act as secretary to the nominations committee. The committee should also have access to secretarial support on all committee matters, including assisting the chair in planning the committee's work, drawing up meeting agendas, maintenance of minutes, drafting of material about its activities for the annual report, collection and distribution of information and provision of any necessary practical support. The company secretary/governance lead should ensure that the nominations committee receives information and papers in a timely manner to enable full and proper consideration to be given to the issues.

The frequency with which the committee needs to meet will vary considerably from organisation to organisation and may change from time to time. It is, however, good practice to plan a minimum number of meetings each year to cover the review of items that form part of the regular cycle, such as board members subject to annual re-election or retiring by rotation, and senior management succession, and to review the statement of the committee's activities in the annual report. In addition there will need to be ad hoc meetings for the committee to consider new appointments.

Note: square brackets contain recommendations which are in line with best practice but which may need to be changed to suit the circumstances of the particular organisation.

# Model terms of reference

## 1. Membership

- 1.1 The committee shall comprise at least [*three*] directors. A majority of the members of the committee shall be independent non-executive directors.
- 1.2 If the committee cannot be established with a majority of independent non-executive directors, members of the committee can be appointed externally.
- 1.3 Appointments to the committee are made by the board on the recommendation of the nominations committee and shall be for a period of up to three years, which may be extended for up to two additional three-year periods, provided the individual still meets the criteria for membership of the committee.
- 1.4 Only members of the committee have the right to attend committee meetings. However, other individuals such as the chief executive, the head of human resources and external advisers may be invited to attend for all or part of any meeting, as and when appropriate.
- 1.5 The board shall appoint the committee chair who should be either the chair of the board or an independent non-executive director. In the absence of the committee chair and/or an appointed deputy, the remaining members present shall elect one of themselves to chair the meeting from those who would qualify under these terms of reference to be appointed to that position by the board.
- 1.6 The chair of the board shall not chair the committee when it is dealing with the matter of succession of the chair of the board. When dealing with the appointment of the chair of the board's successor, the committee shall be chaired by an independent non-executive director.
- 1.7 The composition of the committee shall be sufficiently diverse to enable it to effectively lead on the appointments to and make recommendations regarding diverse and inclusive board and senior management positions.

## 2. Secretary

The company secretary/governance lead shall act as the secretary of the committee and will ensure that the committee receives information and papers in a timely manner to enable full and proper consideration to be given to issues.

## 3. Quorum

The quorum necessary for the transaction of business shall be [*two*] [*both of whom must be independent non-executive directors*].

## 4. Frequency of meetings

The committee shall meet at least [*twice*] a year and otherwise as required.

## 5. Notice of meetings

- 5.1 Meetings of the committee shall be called by the secretary of the committee at the request of the committee chair or any of its members.
- 5.2 Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed, shall be forwarded to each member of the committee and any other person required to attend no later than [*five*] working days before the date of the meeting. Supporting papers shall be sent to committee members and to other attendees, as appropriate, at the same time.
- 5.3 If it is anticipated that committee members participating in a meeting will not be in the same place, the notice of the meeting must indicate how it is proposed that they should communicate with each other during the meeting. Members of the committee participate in a meeting when they can communicate to other members any information or opinions they have on a particular item of business. This may be done by telephone, video conference or other virtual means.

## **6. Minutes of meetings**

- 6.1 The secretary shall minute the proceedings and decisions of all committee meetings, including recording the names of those present and in attendance.
- 6.2 Draft minutes of committee meetings shall be circulated to all members of the committee. Once approved, minutes should be circulated to all other members of the board and the company secretary/governance lead unless, exceptionally, it would be inappropriate to do so.

## **7. Engagement with [shareholders/members]**

- 7.1 The committee chair should attend the annual general meeting to answer any [shareholder/member] questions on the committee's activities. In addition the committee chair should seek engagement with [shareholders/members] on significant matters related to the committee's areas of responsibility.

## **8. Duties**

The committee should carry out the duties below for the organisation, major subsidiary undertakings and the group as a whole, as appropriate.

The committee shall

- 8.1 Regularly review the structure, size and composition (including the skills, knowledge, experience and diversity) of the board and make recommendations to the board with regard to any changes.
- 8.2 Ensure plans are in place for orderly succession to board and senior management positions, and oversee the development of a diverse pipeline for succession, taking into account the challenges and opportunities facing the organisation, and the skills and expertise needed on the board in the future.
- 8.3 Keep under review the leadership needs of the organisation, both executive and non-executive, with a view to ensuring the continued ability of the organisation to compete effectively in the external environment.
- 8.4 Keep up-to-date and fully informed about strategic issues and commercial changes affecting the organisation and the environment in which it operates.
- 8.5 Lead the process for appointments to the board, being responsible for identifying and nominating for the approval of the board, candidates to fill board vacancies as and when they arise.
- 8.6 Before any appointment is made by the board, evaluate the balance of skills, knowledge, experience and diversity on the board and, in the light of this evaluation, prepare a description of the role and capabilities required for a particular appointment and the time commitment expected. In identifying suitable candidates the committee shall
  - 8.6.1 use open advertising or the services of external advisers to facilitate the search
  - 8.6.2 consider candidates from a wide range of backgrounds
  - 8.6.3 consider candidates on merit and against objective criteria, having due regard to the benefits of diversity on the board and taking care that appointees have enough time available to devote to the position.
- 8.7 Prior to the appointment of a director, other significant time commitments should be disclosed and any additional future commitments should not be undertaken without prior approval of the board. The proposed appointee should also be required to disclose any other interests that may result in a conflict of interest. These must be authorised by the board prior to appointment and any future interests that could result in a conflict of interest must not be undertaken without prior authorisation of the board.

- 8.8 Ensure that, on appointment to the board, non-executive directors receive a formal letter of appointment setting out clearly what is expected of them in terms of time commitment, committee service and involvement outside board meetings.
- 8.9 Review the results of the board performance evaluation process that relate to the composition of the board and succession planning.
- 8.10 Review annually the time required from non-executive directors. Performance evaluation should be used to assess whether the non-executive directors are spending enough time to fulfil their duties.
- 8.11 Work and liaise as necessary with other board committees, ensuring the interaction between committees and with the board is reviewed regularly.

The committee shall also make recommendations to the board concerning

- 8.12 Any changes needed to the succession planning process if its periodic assessment indicates the desired outcomes have not been achieved.
- 8.13 Suitable candidates as new board members and succession for existing board members.
- 8.14 Membership of the audit and remuneration committees, and any other board committees as appropriate, in consultation with the chair of those committees.
- 8.15 The re-appointment of non-executive directors at the conclusion of their specified term of office having given due regard to their performance and ability to continue to contribute to the board in the light of knowledge, skills and experience required.
- 8.16 The re-election by [*shareholders/members*] of directors under the annual re-election provisions of the Code for Sports Governance or the retirement by rotation provisions in the [*articles of association/governing document*], having due regard to their performance and ability, and why their contribution is important to the organisation's long term sustainable success in the light of the skills, experience and knowledge required and the need for progressive refreshing of the board, taking into account the length of service of individual board members, the chair and the board as whole.
- 8.17 Any matters relating to the continuation in office of any board member at any time including the suspension or termination of service of an executive director as an employee of the organisation subject to the provisions of the law and their service contract.
- 8.18 The appointment of any board member to executive or other office.

## **9. Reporting responsibilities**

- 9.1 The committee chair shall report to the board after each meeting on the nature and content of its discussion, recommendations and action to be taken.
- 9.2 The committee shall make whatever recommendations to the board it deems appropriate on any area within its remit where action or improvement is needed, and adequate time should be made available for board discussion when necessary.
- 9.3 The committee shall produce a report to be included in the annual report describing the work of the nomination committee, including
  - 9.3.1 the process used in relation to appointments, its approach to succession planning and how both support the development of a diverse pipeline
  - 9.3.2 how board evaluation has been conducted, the nature and extent of an external evaluator's contact with the board and individual board members, the outcomes and actions taken, and how it has influenced or will influence board composition
  - 9.3.3 the policy on diversity and inclusion, its objectives and linkage to the organisation's strategy, how it has been implemented and progress on achieving the objectives, and
  - 9.3.4 the gender balance of those in the senior management team and their direct reports.

- 9.4 If an external search consultancy has been engaged, it should be identified in the annual report alongside a statement about any other connection it has with the organisation or individual board members.

**10. Other matters**

The committee shall

- 10.1 Have access to sufficient resources in order to carry out its duties, including access to the company secretariat for advice and assistance as required.
- 10.2 Be provided with appropriate and timely training, both in the form of a tailored induction programme for new members and on an ongoing basis for all members.
- 10.3 Give due consideration to all relevant laws and regulations, the provisions of the Code for Sports Governance and associated guidance and any other applicable rules, as appropriate.
- 10.4 Ensure that a periodic evaluation of the committee’s own performance is carried out in line with the Code for Sports Governance.
- 10.5 At least annually, review the committee’s constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the board for approval.
- 10.6 Observe the values of the organisation and adhere to the Code of Conduct, meeting behaviour guidelines, disciplinary policy and other documents as appropriate.

**11. Authority**

The committee is authorised by the board to obtain, at the organisation’s expense, outside legal or other professional advice on any matters within its terms of reference.

Date of approval

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Date of next review

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