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## **NOMINATIONS COMMITTEE**

### **TERMS OF REFERENCE**

#### **1. Introduction**

The Nominations Committee (the Committee) is a committee of the British Canoeing (BC) Board.

The Committee has been established to support the Board in its responsibilities for Board Evaluation and making Board and Chief Executive appointments.

The Committee shall operate within the powers delegated to it by the Board and in line with the responsibilities contained within section 3 of these Terms of Reference.

#### **2. Membership**

The Committee should consist of 5 members, appointed by the Board:

- Chair of the BC Board,
- Vice Chair of the BC Board,
- Three non-executive BC Board members.
- A majority of the members on the Nominations Committee shall be Independent Directors.

The Committee will be chaired by the Chair of the BC Board. The Chair of the BC Board shall not chair the Committee when it is dealing with the matter of succession to the Chairmanship. In these instances, the Vice Chair will chair the Committee.

The Committee may invite other individuals to attend all or part of Committee meetings to present specialist skills, knowledge and experience and may procure specialist advice at the expense of the organisation, subject to budgets being agreed in advance by the Board.

The Chief Executive will be in attendance at the Committee Meeting except when the Committee is dealing with the matter of his/her appointment.

The Committee meetings will normally be attended by the Head of Governance and Compliance, who shall usually provide the secretariat function.

The Committee may request any other member of the BC staff to attend a meeting to assist it with its work.

The Chair will manage any conflicts of interests. Members of the Committee will be required to excuse themselves when any matter relating to them is discussed.

#### **3. Responsibilities**

The Nominations Committee shall have delegated powers from the Board to carry out the following responsibilities;

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### **3.1 Board Evaluation**

**3.1.1** To 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;

**3.1.2.** Maintain and put to the Board annually an up to date matrix detailing the skills and experience required of the Board;

**3.1.3.** To lead on an annual evaluation of the performance and effectiveness of the Board and individual directors;

**3.1.4.** To 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;

**3.1.5.** To review annually and report on Board level diversity against the diversity targets and actions set in compliance with the Code for Sports Governance.

**3.1.6.** To lead, every two years, on the evaluation of performance and composition of the Committees of the Board.

### **3.2 Ensure succession plans are in place for orderly appointments to the Board and Senior Executives**

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;

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

**3.3.1** To oversee a formal, rigorous and transparent process for the recruitment and appointment of new directors to the Board and the Chief Executive.

**3.3.2.** Ensure UK Sport/Sport England is informed of any recruitment for new directors to the Board and/or the Chief Executive.

**3.3.3.** Prepare role description and person specification required for any new Director, including Chair and Vice Chair.

**3.3.4.** Manage on behalf of the Board a formal open and transparent process for recruitment of new Board Directors.

**3.3.5.** Responsible for identifying and nominating for the Board's approval, candidates to fill Board vacancies as and when they arise.

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**3.3.6.** Prepare role description and person specification required for Chief Executive Officer.

**3.3.7.** Manage on behalf of the Board from time to time a formal open and transparent process for the recruitment of new Chief Executive Officer;

**3.3.8.** Responsible for identifying and nominating for the Board's approval, new Chief Executive Officer as and when required.

**3.3.9.** Making 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.

**3.3.10.** Agree and recommend to the Board the Chief Executive Officer's remuneration arrangements in private consultation with the Chairman of the Board. These arrangements to be reported to the Board in confidence.

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

**3.3.12.** Ensure all new Directors and Chief Executive receive a written statement of their responsibilities and receive a full, formal induction upon joining BC.

#### **3.4 Directors Standards and Conduct**

**3.4.1.** To review every four years the Directors Code of Conduct,

**3.4.2.** 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.

#### **4. Reporting**

**4.1** Minutes of each Committee Meeting will be presented to the subsequent Board meeting and, where necessary, the Chair of the Committee will provide a report to the Board on any substantive matters of importance and any material issues or concerns.

**4.2** The Committee shall report its decisions to the Board and make whatever recommendations it deems appropriate on any area within its remit where action or improvement is needed.

**4.3** The Committee will provide the Board an Annual Report, timed to support finalisation of the Governance report to UK Sport and Sport England and the Annual Report, summarising its conclusions from the work it has done during the year.

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## **5. Meetings**

**5.1** The Committee will meet at least once a year. The Chair of the Committee may convene additional meetings as they deem necessary.

**5.2** The meetings may be held in person or by teleconference or video conference and individual members may join a physical meeting remotely via teleconference or video conference and be regarded as present at the meeting.

**5.3** Notices of meetings shall contain information relating to venue, time, date and agenda.

**5.4** Papers to meetings shall be circulated at least one week before the date of the meeting.

**5.5** Minutes of the meeting will usually be circulated to the Committee within 14 days of the meeting.

## **6. Quorum**

A minimum of three members of the Committee, one of whom must be the Chair of the BC Board, must be present for the meeting to be deemed quorate.

## **7. Resolutions and Voting**

Decisions of the Committee shall be taken by resolution and recorded in the minutes. Where a consensus cannot be agreed, the Chair may request a vote on a show of hands, in which case each Committee Member shall have one vote.

## **8. Terms of reference and committee effectiveness**

The Terms of Reference for the Committee and Committee effectiveness shall be reviewed at least every two years by the Board and this will include a review of membership of the Committee.

**End**

**September 2017**