

## NOMINATIONS COMMITTEE TERMS OF REFERENCE

**Reports to:** The Board of Volleyball England ("the **Organisation**")

**Occurrence:** Ad hoc as required

**Summary:** The Nomination Committee ("the **Committee**") has responsibility for leading the process for Board and senior management appointments and making recommendations to the Board. In respect of Board appointments, this includes evaluating the Board's current capability against the agreed skills matrix, and, in light of this evaluation, agreeing a description of the role and capabilities required for a particular appointment.

### 1. MEMBERSHIP

- 1.1 The Committee will be composed of at least four directors. A majority of the members of the Committee shall be Independent Directors. The CEO shall act as secretariat of the Committee.
- 1.2 The Independent Chair will chair the Committee. 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. The Independent Chair shall not chair the Committee when it is dealing with the matter of succession to the Independent Chair.
- 1.3 Only members of the Committee have the right to attend Committee meetings. However, other individuals such as the CEO and external advisers may be invited to attend for all or part of any meeting, as and when appropriate and necessary. The Chair will approve such invitations in advance.
- 1.4 Membership of the Committee is voluntary but reasonable expenses will be paid.
- 1.5 Members are expected to attend all meetings. If a standing member fails to attend three consecutive Committee meetings, the Board may revoke the appointment unless such absence is authorised by the Chair of the Board.
- 1.6 The Committee may agree points by email where appropriate in between meetings. Any points agreed in between meetings will then be formally documented in the minutes of the subsequent meeting.

1.7 The Committee will have attendees, apologies, approval of previous minutes, matters arising and conflicts of interest as standing agenda items for each meeting. An attendee at each meeting will take minutes of the meeting. Such meetings will be approved at the subsequent meeting. Given the confidential nature of the subject matters, minutes are not routinely published but key decisions and actions are reported to the Board via regular Sub-Group updates so they can be captured and reported in the relevant Board minutes.

## 2. **QUORUM**

2.1 The quorum necessary for the transaction of business shall be three, two of whom must be Independent Directors of the Board. Other invitees do not have a vote.

## 3. **TERMS OF REFERENCE**

3.1 The Committee shall:

- 3.1.1 Regularly (on an annual basis) 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;
- 3.1.2 Give full consideration to succession planning for Directors and other senior staff (in line with the Succession Plan policy) in the course of its work, taking into account the challenges and opportunities facing the Organisation, and the skills and expertise needed on the Board and in the business, in the future;
- 3.1.3 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 function effectively and report any concerns to the Board;
- 3.1.4 Be responsible for identifying and nominating for the approval of the Board, candidates to fill Board vacancies as and when they arise;
- 3.1.5 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. In identifying suitable candidates the Committee shall:
  - (a) use open advertising or the services of external advisers to facilitate recruitment;
  - (b) consider candidates from a wide range of backgrounds;

- (c) consider candidates on merit and against objective criteria and with due regard for the benefits of diversity on the Board, including gender, taking care that appointees have enough time available to devote to the position; and
- (d) inform Sport England of any appointment process being carried out in relation to Directors or the CEO and shall permit Sport England to observe any such process.

- 3.1.6 Prior to the appointment of a Director, the proposed appointee should be required to disclose any other business interests that may result in a conflict of interest and be required to report any future business interests that could result in a conflict of interest in accordance with the Organisation's Conflict of Interest Policy a complete a declaration of good character;
- 3.1.7 On appointment ensure each Director is given a written statement of their responsibilities and ensure that they receive a full, formal and tailored induction on joining the Board;
- 3.1.8 Working with the Chair of the Board recruit, appraise and allocate remuneration to the CEO;
- 3.1.9 Review the results of the Board performance evaluation process that relate to the composition of the Board and report to the Board on the outputs and action points;
- 3.1.10 In carrying out its work given due consideration to the Organisation's commitment to diversity planning and action.

3.2 The Committee shall also make recommendations to the Board concerning:

- 3.2.1 Suitable candidates for the role of Senior Independent Director, membership of any Committees as appropriate, in consultation with the chair of those Committees;
- 3.2.2 The re-appointment of any Independent 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;
- 3.2.3 The re-election of Elected Directors under the re-election provisions of the Articles of Association, having due regard to their performance and ability to continue to contribute to the Board in the light of the knowledge, skills and experience required and the need for progressive refreshing of the Board; and
- 3.2.4 Any director that may be required to be Co-Opted onto the Board in exceptional circumstances in order to ensure that the Board has the skills and/or experience necessary to fulfil its role.

3.3 From time to time the Committee may delegate any of the above to a specific group for development and to report back to the Committee and/or the Board as appropriate in order to facilitate progress.