

**Reports to:** the Board of Volleyball England

**Occurrence:** at least two face-to-face meetings a year.

**Terms of Reference last reviewed:** September 2017

**Terms of Reference to be reviewed by:** September 2018

The Nomination 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.

### **Membership**

- 1.1 The committee shall comprise at least four directors. A majority of the members of the committee shall be independent non-executive directors.
- 1.2 Only members of the committee have the right to attend committee meetings. However, other individuals such as the Chief Executive and external advisers may be invited to attend for all or part of any meeting, as and when appropriate and necessary.
- 1.3 Appointments to the committee are made by the board and shall be for a period of up to two years, which may be extended for further periods of up to a maximum of eight years, provided the director still meets the criteria for membership of the committee.
- 1.4 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 chairman of the board shall not chair the committee when it is dealing with the matter of succession to the chairmanship.
- 1.5 The Nominations Committee may from time to time require staff, experts or other representatives to attend meetings as presenters, advisors or observers. The Chair will approve such invitations in advance.

#### **Membership:**

- Independent Chair
- Legal Director (Independent)
- Inclusion and Diversity Director
- Finance Director (Independent)
- Director to be selected from the elected members of the Board

### **2 Secretary**

The CEO shall act as the secretary of the committee.

### **3 Quorum**

The quorum necessary for the transaction of business shall be *three*, two of whom must be independent members and one elected member of the Board. Other invitees do not have a vote.

### **4 Notice of meetings**

4.1 Meetings of the committee shall be called by the secretary of the committee at the request of the committee chair.

4.2 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, any other person required to attend and all other non-executive directors, no later than seven 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 Minutes of meetings**

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

5.2 Draft minutes of committee meetings shall be circulated promptly to all members of the committee. Once approved, minutes should be circulated to all other members of the board unless in the opinion of the committee chair it would be inappropriate to do so and if appropriate placed on the Volleyball England website.

### **6. Duties**

The committee should carry out the duties below for Volleyball England, as appropriate.

The committee shall:

6.1 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

6.2 Give full consideration to succession planning for directors and other senior staff 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

6.3 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.

6.4 Keep up to date and fully informed about strategic issues and changes affecting the company and the market in which it operates

6.5 Be responsible for identifying and nominating for the approval of the board, candidates to fill board vacancies as and when they arise

6.6 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. In identifying suitable candidates the committee shall

6.6.1 use open advertising or the services of external advisers to facilitate recruitment

6.6.2 consider candidates from a wide range of backgrounds

6.6.3 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

6.6.4 Ensure Sport England is involved in the recruitment of Board members and CEO.

6.7 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

6.8 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

6.9 Review the results of the board performance evaluation process that relate to the composition of the board

6.10 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

6.11 Work and liaise as necessary with all other board committees.

**The committee shall also make recommendations to the board concerning**

6.12 Formulating plans for succession for both executive and non-executive directors and in particular for the key roles of chairman and chief executive

6.13 Suitable candidates for the role of senior independent director, membership of the audit and remuneration committee (a sub-committee of the Finance, Strategy and Risk Sub Group) and any other board committees as appropriate, in consultation with the chair of those committees

6.16 The re-appointment of any non-executive director 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.

6.17 The re-election by elected members of the board of 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

## **7 Reporting responsibilities**

7.1 The committee chair shall report to the board on its proceedings after each meeting on all matters within its duties and responsibilities

7.2 The committee shall make whatever recommendations to the board it deems appropriate on any area within its remit where action or improvement is needed

7.3 The committee shall produce a report to be included in the company's annual report about its activities, the process used to make appointments and explain if external advice or open advertising has not been used. Where an external search agency has been used, it shall be identified in the annual report and a statement made as to whether it has any connection with the company

7.4 The report referred to in 7.3 above should include a statement of the board's policy on diversity, including gender, any measurable objectives that it has set for implementing the policy, and progress on achieving the objectives

## **8 Other matters - The committee shall:**

8.1 Have access to sufficient resources in order to carry out its duties, including access to the company secretariat for assistance as required

8.2 Be provided with appropriate and timely training, both in the form of an induction programme for new members and on an ongoing basis for all members

8.4 Arrange for periodic reviews of its own performance and, at least annually, review its 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.

## **9 Authority**

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

**10. Conflict of Interest:** Committee members should abide by the Volleyball England Conflict of Interest Policy. Committee members should declare any direct or indirect interests that involve them, members of their family or their clubs at the start of each meeting.

Members are also bound by Volleyball England's Code of Conduct and any other relevant policies governing behaviour, probity and due diligence that may be in force.

Members are expected to attend all meetings. If a member fails to attend three consecutive Committee meetings, the Board may revoke the appointment unless such absence is authorised by the Committee Chair.