



Nominations Committee Terms of Reference

Introduction

The Nominations Committee is a sub-committee of the Triathlon England Management Board [TEMB] which meets when necessary to scrutinise and recommend potential members to the Board.

The Committee is authorised by the Board to seek any information it requires from any board member or employee of triathlon in order to perform its duties.

Membership

The Committee should consist of a minimum four (4) members appointed by the Main Board including:

- TEMB Chairman
- Independent Board Director - Business
- Independent Board Director - Finance
- Independent Board Director - Marketing & Communications

The Committee will be Chaired by the TEMB Chairman. In the absence of the Chair, the Committee may nominate another Non-Executive Board Member to deputise in his/her absence.

The secretariat function will be provided by the Chair.

Reporting

Where reasonably possible, minutes of each Committee Meeting will be tabled to the subsequent Main Board meeting and, where necessary, the Chair of the Committee will provide a report to the Main Board on any substantive matters of importance and any material issues or concerns.

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

Responsibilities

- The Nomination Committee should lead the process for Board appointments

- and make recommendations to the Board;
- The Nomination Committee should lead the process for Board Succession and make recommendations to the Board;
- Plans for succession for both Executive and Independent Directors as appropriate, to include the Chairman of the TEMB;
- The re-appointment of any Independent Director at the conclusion of their specified term of office as appropriate;
- Any matters relating to the continuation in office of any Director at any time;
- The Nomination Committee shall ensure together with the CEO that a full, and thorough induction is in place for any new Board members;

Additionally, it shall;

- Make available its terms of reference explaining clearly its role and the authority delegated to it by the Board upon request; and
- Ensure that on appointment to the Board, all 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.

Rights

The Committee may:

- bring together an interview panel consisting of other Board or Home Nation Members;
 - the delegated interview panel must ensure that Independent Directors remain the majority;
 - any interview panel made up in this way will be required to put forward their recommendations to the full Nominations Committee for a decision to be made;
- bring in members of the Executive Team in an informal way to help inform and provide specialist knowledge
- procure specialist ad-hoc advice at the expense of the organisation, subject to budgets agreed by the Board.

Access

Additional and external expertise in an advisory capacity may be sought by the group at the discretion of the Committee Chairman.

Meetings

The Committee will meet at least as required, with timings dictated by the TEMB Board Appointments Register or when a Board member steps down from their duties outside of their normal tenure. The Chair of the Committee may convene additional meetings as they deem necessary.

The Committee meetings will normally be attended by the CEO.

The Committee may ask any other officials of the organisation to attend to assist it with its discussions on any particular matter.

The Committee may ask any or all of those who normally attend but who are not members to withdraw to facilitate open and frank discussion of particular matters;

Notices of meetings shall contain information relating to venue, time, date and agenda. Papers to meetings shall be circulated at least one week before the date of the meeting.

Quorum

A minimum of three members of the Committee must be present for the meeting to be deemed quorate.

Resolutions and voting

Decisions of the Committee shall be taken by resolution and recorded in the minutes of the meeting at which such a resolution is passed.

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.

Save where he/she has a personal interest, the chair of the meeting will have a casting vote. Where he/she does have and has registered a personal interest, the casting vote will fall to the Senior Independent Director.

Terms of reference and committee effectiveness

The Committee's terms of reference and effectiveness will be reviewed at least annually by the Board and the Committee, and any changes considered necessary must be approved by the Board.

Adopted date	Oct 2017	Adopted by NomCom	Oct 2017
Reviewed by;	TEMB Board	Review date	Oct 2018