

NOMINATIONS COMMITTEE

TERMS OF REFERENCE

1. GENERAL

- 1.1 The Nominations Committee is a committee of the Board of England Athletics.
- 1.2 The Nominations Committee considers matters in relation to the appointment of:
 - a) senior individuals including the Chair of the Company; Non-Executive Directors, the Chief Executive Officer (CEO), the Head of Finance; and the Company Secretary.
 - b) Board members to serve on committees and external bodies.
- 1.3 The Nominations Committee reports to the Board of the Company and conducts its business in accordance with the Company's Memorandum and Articles of Association, these Terms of Reference, any applicable legislation and the Company's policies, principles and values.

2. MEMBERSHIP

- 2.1 Membership of the committee will be determined by the Board of the Company. The committee will consist of the Chair of the Company, one director elected by Members, one director appointed by the England Council and not less than two Independent Non-Executive Directors.
- 2.2 Good practice suggests an Independent Non-Executive Director as Chair of the Committee, with the Chair of the Company an ordinary member
- 2.3 The majority of the Committee must be Independent Non-Executive Directors as determined by the Code for Sport Governance or any subsequent enactment thereof.
- 2.4 Only members of the Committee have the right to attend Committee meetings, but other individuals may be invited to attend whole or part of the meeting if appropriate.
- 2.5 The committee may request the presence, at any of its meetings, of any employees of the Company as it may decide.

3. MEETINGS

- 3.1 In the case of the absence of the chair of the committee, the members of the Committee present will elect one of their number to chair the meeting.
- 3.2 The Committee will meet at least two times per year and at such other times as the chair of the Committee shall require.
- 3.3 The date and time of any meeting will not be changed without all members of the Committee being given at least one week's notice of the revised date.
- 3.4 A quorum will consist of three Committee members. Committee members may be present in person or through any other means of communication but to count towards a quorum, Committee members must be able, fully, to hear and participate in the Committee's proceedings.
- 3.5 The content of the agenda for each meeting shall be drafted by the Board & NED Secretary in a form agreed from time to time with the chair.

- 3.6 The agenda and papers for each meeting of the Committee will be submitted under the authority of the chair and will be circulated to members at least one week prior to the meeting. Papers not complying with these requirements will not be tabled at the meeting, except in exceptional circumstances and only then after the prior approval of the chair.
- 3.7 The chair may vote on any issue as an ordinary member of the Committee. If having done so the voting is level, they may, if they so decide, to exercise an additional casting vote to decide the issue.
- 3.8 The Board & NED Secretary will act as Secretary to the Committee and is responsible for producing Minutes of the Committee meetings. The Minutes will be passed to the chair of the Committee and circulated to all Committee Members and appropriate attendees within two weeks, unless otherwise agreed.

4. MAIN FUNCTIONS

- 4.1 The committee will:
 - 4.1.2 Regularly review the structure size and composition (including skills, knowledge, independence, diversity and experience required) of the Board compared to its current position and make recommendations to the Board with regard to any changes;
 - 4.1.3 Give full consideration to succession planning for Directors, taking into account the challenges and opportunities facing the Company, and what skills and expertise are therefore needed on the Board in future;

Be responsible for identifying and nominating candidates for the approval of the Board, candidates to fill Board vacancies as and when they arise. Prior to recommending an appointment, the Nominations Committee will evaluate the balance of skills, knowledge, independence, diversity and experience on the Board and in light of this evaluation prepare a written description of the role and capabilities required for a particular appointment. In identifying suitable candidates, the committee shall:

 - a) in the case of the appointment of an Independent Non-Executive Director and the Chair of the Company use open advertising or the services of external advisors;
 - b) consider candidates from a wide range of backgrounds; and
 - c) consider candidates on merit and against objective criteria and 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
 - 4.1.4 Review annually the time required from Non-Executive Directors. The Non-Executive Directors performance evaluations, carried out by the Chair of the Company, should be used to assess whether the Non-Executive Directors are spending enough time to fulfil their duties;
 - 4.1.5 Be responsible for the appointment of:
 - a) the Chair of the Company,
 - b) Non-Executive Directors,
 - c) the Chief Executive Officer,
 - d) the Head of Finance,
 - e) the Company Secretary.
 - 4.1.6 Review these Terms of Reference and make any necessary amendments, at least once every four years.

- 4.1.7 Review the Directors code of Conduct and recommend any necessary amendments to the Board, at least once every four years.
- 4.1.8 Review the Directors Declaration of Good Character form and recommend any necessary amendments to the Board, at least once every four years.
- 4.1.9 Ensure that on appointment to the Board, Non-Executive Directors:
 - a) disclose any other business interests that may result in a conflict of interest and be advised that they will be required to report any future business interests that could result in a conflict of interest;
 - b) receive a formal letter of appointment setting out clearly what is expected of them in terms of time commitment, committee service and their involvement outside Board meetings;
 - c) sign a Declaration of Good Character; and
 - d) agree to abide by the Directors' Code of Conduct.
 - e) Agree to the Confidentiality clause (included within the appointment letter)
- 4.1.10 Keep under review the leadership needs of the Company, both Executive and Non-Executive with a view to ensuring the continued ability of the Company to compete effectively in its marketplace.

- 4.2 The committee will also make recommendations to the Board concerning:
 - 4.2.1 The development and implementation of a formal induction programme for Board Directors;
 - 4.2.2 Plan for the succession of Non-Executive Directors, and in particular for the Chair of the Company, and any other roles determined by the Board.

For the appointment of the Chair of the Company, the Committee should prepare a job specification, including the time commitment expected. A proposed Chair's other significant commitments should be disclosed to the board before appointment and any changes to the Chair's commitments should be reported to the board as they arise.
 - 4.2.3 Consider suitable candidates for the role of the Senior Independent Director;
 - 4.2.4 Consider suitable candidates for Non-Executive Directors to be elected under Articles of Association 15.4 and 15.5;
 - 4.2.5 The chair and membership of Board committees and advisory groups with the best possible match between skills and the requirements of the various posts.
 - 4.2.6 The re-advertising of an NED role at the end of the initial 4 year term.
 - 4.2.7 The re-appointment of any Non-Executive Director at the conclusion of their co-option to the Board having given due regard to their performance and ability to continue to contribute to the Board in the light of the knowledge, independence, diversity skills and experience required;
 - 4.2.8 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 the knowledge, independence, diversity skills and experience required;
 - 4.2.9 Any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an Executive Director as an employee of the Company subject to the provisions of the law and their service contract;

- 4.2.10 Relevant Director training and an assessment of the take-up of such training on an annual basis; and
- 4.2.11 To develop and maintain an ongoing data set of individuals who could be considered for nominations for an Honours award.
- 4.2.12 Any other duties as assigned by the Board in so far as they relate to nominations.

5 APPOINTMENTS and RECRUITMENT

End of 1st term

- 5.1 When a director is approaching his/her end of 1st term the following process applies (*if the director wishes to be considered for a further term*):
 - 5.1.1 Receive the independent director's Annual Review feedback from the Chair (approx. 6 months before the end of their 1st term, which would allow time for external recruitment if deemed necessary)
 - 5.1.2 Review the skills matrix
 - 5.1.3 Consider whether the director should:
 - a) be transitioned to their 2nd term
 - b) attend an interview with the Nominations Committee
 - 5.1.4 Consider whether the role should also be advertised externally.
 - 5.1.5 Put their recommendation to the Board for approval.

Vacancies

- 5.2 The Committee is responsible for identifying and nominating candidates for the approval of the Board, candidates to fill Board vacancies as and when they arise. Prior to recommending an appointment, the Nominations Committee will evaluate the balance of skills, knowledge, independence, diversity and experience on the Board and in light of this evaluation prepare a written description of the role and capabilities required for a particular appointment. In identifying suitable candidates, the committee shall:
 - a) consider candidates from a wide range of backgrounds;
 - b) consider candidates on merit and against objective criteria and 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;
 - c) use open advertising or the services of external advisors;
 - d) prepare a job specification, including the time commitment expected;
 - e) disclose a proposed Board Chair's other significant commitments to the board before appointment and any changes to the Chair's commitments should be reported to the board as they arise.
 - f) shall inform UK Sport / Sport England of any appointment process being carried out by the organisation in relation to:
 - g) (A) any directors; and
 - h) (B) the CEO
 - i) and shall permit UK Sport / Sport England to observe any such process.

5.3 Composition of the interview panel

- 5.3.1 This is relevant for the recruitment of an Independent Non-Exec Director, the Chair of the Board and the CEO;
- 5.3.2 The panel should ideally comprise members of the Nominations Committee. Other Directors could join the panel if there are not sufficient members available from the Nominations Committee;
- 5.3.3 Best practice is 2 Independent Directors, 1 Elected Director (plus the CEO may also attend if a CEO is not being recruited);
- 5.3.4 To represent good governance and add another layer of transparency, the Committee is permitted to invite an equivalent level external representative from Sport England or another NGB, to join the panel as long as the EA Directors are in the majority.
 - a) For the Board Chair appointment panel, the invitee should be another Board Chair or SID
 - b) For Director's and CEO appointment panel, the invitee should be another NED.

6 STANDARDS

- 6.1 It is the responsibility of the Committee to monitor that the Committee follows appropriate good practice as laid down in the Company's policies principles and values and relevant codes of practice.
- 6.2 The Committee should take due regard of regulatory requirements and guidelines, applicable legislation and the Company's business needs in its deliberations.
- 6.3 Where appropriate the Committee should take into account the recommendations of the CEO.

7 REPORTING

- 7.1 The draft minutes of each meeting shall be reported to the subsequent Board meeting with whatever recommendation to the Board it deems appropriate.

8 AUTHORITY

- 8.1 The Committee is authorised to seek any information it requires from any employee of the Company in order to perform its duties.
- 8.2 Following the prior approval of the Chief Executive Officer (and Chair of the Company), which will not reasonably be withheld, a Committee Member is authorised to obtain at the Company's reasonable expense outside legal or other professional advice on any matters within its Terms of Reference.

9 CHANGES IN CIRCUMSTANCES AND OTHER INTERESTS

- 9.1 Committee Members will adhere to the Company's Anti-bribery policy, the Director's Conflict of Interest policy, as applied to the work of the Nominations Committee, the Company's Memorandum and Articles of Association and relevant legislation or regulation.
- 9.2 All declarations of conflicts of interest shall be recorded in the Minutes of the meeting and in the Register of Interests of Directors.

- 9.3 All Committee Members are required to notify the Board and NED Secretary of all other bodies in which they have a significant interest or of which they are an Employee, Director, Partner, Trustee or for which they perform a similar role.
- 9.4 All Committee Members are required to notify the Committee Chair and the Board & NED Secretary of any changes in circumstances which may affect their ability to perform their role as a Member of the Committee.

Approved by Nominations Committee – 4 May 2022

To Board 21 July 2022