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**Nominations Committee**

Sample Draft

**Governance Code for Sport**

Disclaimer

Sport Ireland is making available a range of resources including guidance notes, policy documents and templates for selected areas aligned to the Governance Code for Sport which will support sport organisations, boards, management and staff in the development of relevant governance processes and procedures particular to their own organisation.

For the avoidance of doubt, the final decision on the nature, type, extent and format of approved governance policies, procedures and processes for each organisation is a matter for the board / highest governing structure of the organisation, and the resources and material provided may assist the approval process.

This document is not, nor is it intended to be, a definitive statement of the law, and it does not constitute legal advice. This document is not a substitute for professional advice from an appropriately qualified source, and it is recommended that sport organisations consult their governing document or obtain their own independent legal advice where necessary.

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Nominations Committee – Version Control

Version: V1.0

Date: DD/MM/YYYY

Version Control History:

| TOR XXX | Name of Sport Organisation – Name of specific Nomination | |
| --- | --- | --- |
| Version No. | Date | Status |
| Xx | xx | xx |
| xx | xx | xx |

Purpose

The purpose of a Nominations Committee (the Committee) is to assist the Board to make decisions on Board (or Committee) appointments and to lead the process to search for, attract or identify persons to accept and fulfil governance roles within the organisation. Nomination Committees are instrumental in assisting the board to access and recruit the diverse knowledge, skills and competencies it requires as part of maximising the board’s effectiveness. Board of Directors and their Committees are required to deal with multiple, complex and sometimes competing tasks and obligations as part of delivering good governance. A nominations Committee can influence the composition of a board, enhancing capability around the table and thereby assist the board deliver on its strategic, compliance and oversight role.

The Committee has the delegated authority of the Board concerning the functions and responsibilities set out in these terms of reference. The Board will fully consider, approve, ratify or amend the recommendations and advice from the Committee. The terms of reference should be reviewed regularly by the Board as like all board Committees, this Committee derives its role and authority from the Board and is obliged to report to the Board.

Membership

* The Committee shall comprise of [] members; as well as two [or three] director(s) in addition to external representation and an expert in search, recruitment and selection. All members of the Committee shall be independent non-executive directors with external experts or advisors
* Only members of the Committee have the right to attend committee meetings. However, other individuals such as the chief executive, a designated human resource specialist and external advisers may be invited to attend for all or part of any meeting, as and when deemed appropriate or as the business of the Committee requires.
* Appointments to the Committee, made by the board, shall be for a period of up to three years, which may be extended for one further three-year period, provided the appointee still meets the criteria for membership. The Board may choose to make appointments for a period of not more than one year greater or less than the period specified to ensure some continuity of membership of the Committee when vacancies arise.
* The Committee Chair shall be nominated and agreed by the Committee members and the nomination will require Board confirmation. If the Chair is unable to chair the meeting due to a conflict of interest or otherwise, then the Committee will be chaired by another member voted on by the members present. The Chair of the Board may be a committee member but not act as committee chair.
* The Board may co-opt additional external members to the Committee to provide specialist skills, diversity, knowledge and experience.
* Final determination on the number of members on the Committee is a decision for the Board.
* The Chair of the Board, if a member of the Committee, shall not be present when the Committee is addressing the matter of succession for the Chair.

Secretary

The Board Secretary or their nominee shall act as the Secretary of the Committee.

* The Secretary will ensure that the Committee members receive information and papers in a timely manner to enable full and proper consideration to be given to the issues.
* The Secretary is also responsible for the formal induction of new members of the Committee and organising mentoring for Committee members where required.
* The Committee Secretary will also have a role in facilitating overall co-ordination of the work of the Committee and their reporting to the Board.

Quorum

In a committee comprising five members, the quorum necessary for the transaction of business shall be three (3) members, including the Chair. The quorum should be considered when organising meetings with a view to maximising participation for all Committee members and ensure competency to exercise all authorities and discretions.

Meetings

Meetings of the Committee shall be called by the Secretary of the Committee at the request of the Chair. The frequency, timing and location of meetings will be determined by the specific agenda of the organisation and the Committee. As part of the agenda items, declarations of interest will be the first item and the Chair shall ascertain, at the beginning of each meeting, the existence of any conflicts of interest and have these noted, if appropriate. The Chairperson of the Committee together with the Secretary will draw up the Agenda for the meeting, ensure accurate minutes of the meeting are kept, and prepare and/ or circulate papers and material relevant to the meeting.

The Board may ask the Committee to convene further meetings to discuss particular issues on which they seek the Committee’s advice. As the business of the Committee requires, members of the executive may be invited to and are required to attend for specific meetings or agenda items at the Committee’s request.

* The Committee may ask and/ or invite any other persons 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.

Notice of Meetings

Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed, the minutes of the previous meeting, action logs and relevant papers, shall be forwarded to each member of the Committee and any other person required to attend, in a timely manner (no later than five (5) working days) before the date of the meeting.

Meeting Frequency

The Committee shall meet at least twice per year but depending on circumstances of board succession and renewal may arrange any additional meetings that are required to discharge its responsibilities as outlined in the terms of reference.

Minutes of Meetings

The Secretary shall minute the proceedings and resolutions of all Committee meetings, including the name of those present and in attendance. Once approved by the Chair, the minutes shall be made available to Board members unless (in the opinion of the Chair) it would be inappropriate to do so.

Reporting on Meetings

* The Committee Chair shall report to the Board after each meeting on all matters within its duties and responsibilities. Points of particular significance should be brought to the attention of the Board. This update should be in a formal written report for those Board meetings subsequent to a Committee meeting.
* The Committee must advise the Board between Board meetings if a matter is urgent and/or serious.
* The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit. All recommendations of the Committee require ratification by the Board.
* The Committee shall meet all reporting requirements necessary for the organisation (e.g. in the annual report, if required) and communicate on matters of interest to all stakeholders (if necessary).
* The Committee shall make a statement in the annual report about its activities and the process used to make appointments (including detail on whether external assistance, expressions of interest or other forms of advertising or search activities were used). The report should include a statement on policy on diversity and inclusion, including gender, and any measurable objectives it has set for implementing the policy and progress in achieving the objectives.
* The Committee will provide the Board with an Annual Report summarising its conclusions from the work it has done during the year and the outcome of its self-effectiveness review.

Duties

The Committee shall, on behalf of the Board:

* review, at least annually, the structure, size, composition and successional needs of the Board and committees and make recommendations to the Board in relation to same in the context of the appointment of new members;
* evaluate the balance of skills, knowledge, experience and diversity on the Board and committees and, in the light of this evaluation, prepare a description of the role and capabilities required for appointments before any appointment is made by the Board. This process may utilise a skills and knowledge matrix to reflect the different insights and perspectives which would ideally exist within the board and committees ;
* identify and nominate for the approval of the Board candidates to fill committee member vacancies as and when they arise;
* the Committee shall, on behalf of the board, oversee the search, recruitment, selection and interview process and is authorised to procure external expertise, at reasonable cost, to assist in this role, if required;
* the Committee shall take account of the structure, size, composition (including skills gaps and diversity) and successional needs of the Board. In doing so, the Committee shall consider and review,
  + The strategic direction and future of the organisation to determine the breadth of perspectives required to lead the organisation.
  + Take steps to ensure that its actions, decisions and recommendations serve the organisation's best interests when supporting the appointment of Board.
  + The output of any Annual Board Evaluation in so far as it relates to Board and Committee performance and composition (and any other material it considers relevant, including any material the Committee itself commissioned).
  + Satisfy contingency planning for the short, medium and long-term succession plan.
  + Advise the Board on policies, processes and other measures to promote and secure equality and diversity.
* make recommendations to the Board on the reappointment of any Board member at the conclusion of their specified first 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.
* The Committee will be particularly conscious of conflicts of interest and shall follow the procedures set out in the Code of Conduct/Registered Interests for Board members.
* As part of the process of selection and nomination, the committee will consider the following attributes of candidates:
  + bringing independent and objective scrutiny to the oversight of the organisation;
  + being prepared to be challenging when necessary while being supportive to the delivery of organisational strategy and objectives;
  + equipped to offer considered advice on the basis of sound judgement, insight and experience;
* Assess the skills and experience of candidates for Board and committee appointments in order to provide recommendations to the Board.
  + The Committee will also review and consider whether the candidate has sufficient time to undertake the designated role in light of other commitments they might have.
  + Ensure that each appointee receives a letter articulating what is expected (job specifications), in terms of time commitment, board and committee service and involvement outside meetings.
  + Ensure a formal induction process for new appointees is in place.
  + Consider any actions leading to the suspension or termination of service of a board or committee member subject to the provisions of the law and his / her service contract.
* Advise the Board on the adoption of written procedures for the co-option of Board or committee members.
* Conduct its affairs in a manner that is observant of Sport Ireland’s Governance Code for Sport.
* Work and liaise with all other board Committees as necessary.
* Make any recommendations to the Board on any matter within its terms of reference where action or improvement is required.

Other

The Committee shall, at least once a year, review its performance, constitution and terms of reference to ensure it is operating most effectively and recommend any changes it considers necessary to the Board for approval.

* The Committee’s duties and responsibilities can be amended and updated by the Board as and when required.
* The Committee will work to an annual work programme approved by the Board.

Review

This Nominations Committee Terms of Reference is approved by the Board and reviewed by the Board regularly / annually. Any changes to the Terms of Reference must be approved by the Board.