

## **NOMINATIONS COMMITTEE**

### **Terms of Reference**

#### **AIM**

To ensure that there is an open and transparent process for the selection and recruitment of the Sport and Recreation Alliance Directors, Chair and Chief Executive.

#### **ACTIVITIES**

- 1 The Committee will consider and assess all the nominations submitted against the criteria and eligibility requirements set by the Board and will recommend:
  - (a) candidates for election by the Members
  - (b) candidates for consideration by the Board as Appointed Directors
  - (c) candidates nominated as a Vice President for consideration by the Board
- 2 The Committee will manage the recruitment process for the CEO, as determined by the Board.
- 3 Representative(s) from the Committee may also sit on the appointment panel convened, as necessary, by the Board for the recruitment of the Chair of the Alliance.

#### **MEMBERSHIP**

- 1 The Nominations Committee shall comprise:
  - The Chair of the Alliance
  - The Senior Independent Director of the Alliance\*
  - At least one further Appointed Non-Executive Director
  - At least one person who is independent from the Alliance\*\*
  - At least one individual with expertise in human resources\*\*
- 2 The majority of members must be Appointed Non-Executive Board Members who are considered to be independent. The Committee should be a mixed gender panel.

\*The SID will not be involved in the Appointed Director process in any year in which his/her position is being considered by the Board

\*\*This may be the same person

#### **STRUCTURE**

- 1 The Alliance Chair will be chair of the Nominations Committee.
- 2 At any meeting of the Committee at which the Chair is not present, any other Appointed NED may be Chair for that meeting only
- 3 The quorum for the Committee shall be three
- 4 The Chief Executive and Company Secretary shall be in attendance at all meetings of the Committee except when the Committee directs otherwise
- 5 No person may serve on the Committee for more than six years.

#### **WAY OF WORKING**

- 1 The Chair of the meeting has a casting vote
- 2 The Committee shall meet as it deems necessary but at least twice a year. The use of teleconference facilities may be used for a meeting and shall be deemed to constitute a meeting for this purpose
- 3 The agenda and supporting papers for the meetings will be circulated to Committee members at least seven days before each meeting
- 4 Any minutes of the Committee will normally be taken by the Company Secretary