



## **Nominations Committee Terms of Reference**

### **Introduction**

The Nominations Committee is a sub-committee of the British Triathlon Board 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 BTF in order to perform its duties.

### **Membership**

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

- Chair
- At least 2 Independent Board Directors
- One Home Nation Representative\*

A majority of the membership shall be Independent Non-Executive Directors.

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

\*The Home National Representative will be on a rotational basis. Where the Home Nation on its allotted schedule, is unable to offer up an alternative, the opportunity will be offered to the remaining two Home Nations.

The secretariat function will be provided by the Chair.

### **Reporting**

Where reasonably possible, confidential minutes of each Committee Meeting will be tabled to the subsequent BTF Board meeting and, where necessary, the Chair of the Committee will provide a report to the BTF 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 Non-Executive Directors as appropriate, to include the Chair of the BTF;
- The re-appointment of any Non-Executive 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 new Board members.

## **Rights**

The Committee may:

- bring together an interview panel consisting of other Board members and one Home Nation Member, provided that;
  - the delegated interview panel consists of a majority of Independent Non-Executive Directors;
  - the interview panel will be required to put forward their recommendations to the 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 BTF 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**

In forming recommendations to the Board, 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.

<b>Terms of Reference Name</b>	BTF Nominations Committee
<b>Policy ID</b>	TOR001
<b>Version</b>	2.0
<b>Date Last Reviewed;</b>	May 2019
<b>Editor</b>	Andy Salmon
<b>Approved By;</b>	BTF Board July 2019
<b>Next Review;</b>	May 2021