

NOMINATIONS COMMITTEE TERMS OF REFERENCE

Last Updated: 7th March 2021

Last Approved by Board: 16th March 2021

1. COMPOSITION AND ATTENDANCE AT MEETINGS

The Nominations Committee (NC) is a sub-committee of the BF Board and as such shall be comprised solely of Directors of the Board.

- a) A majority of the nomination committee shall be independent non-executive directors and it shall be chaired by the Board chair except when it is dealing with the appointment of a successor to the chair, where it shall be chaired by an independent non-executive director.
- b) The Nominations Committee shall comprise the Independent non-elected BF Chair, at least one other Independent non-Elected Director and at least one Elected Director.
- c) The Independent non-Elected Director will be the Board appointed Senior Independent Director (SID).
- d) The Chair must absent themselves from the committee and the meeting will be chaired by the SID when considering matters relating to the Chairman.
- e) The Chief Executive shall attend the meetings.
- f) The quorum for meetings of the NC shall be three members and no meeting of the NC shall be quorate unless the majority of the members present are Independent non-elected Directors.
- g) No person other than the members of the Committee is entitled to be present at meetings but non-members may be invited by the Committee to attend.

2. ROLES AND RESPONSIBILITIES

Appointments

- a) Lead the process for Board (including Independent Director, Chair and Elected Director) and CEO appointments and make subsequent recommendations to the Board
 - In respect of Board appointments, the NC is responsible for evaluating the Board's current capability against the agreed skills matrix giving full consideration to succession planning and the leadership, governance and skills needs of the organisation.
 - In light of this evaluation, the NC is responsible for agreeing a description of the roles and capabilities required for a particular appointment.
 - Ensure the appointment of the Chair and independent non-executive directors is via an open, publicly advertised recruitment process.
- b) Inform UK Sport / Sport England of any appointment process being carried out in relation to:
 - (A) any directors; and
 - (B) the chief executive officer;
- c) Taking into account the advice from the International Relations Committee, make recommendations to the Board on EFC & FIE candidates;
- d) Taking into account the advice from the Executive team, make recommendations to the Board on Standing Committee Chairs;
- e) Make recommendations to the Board on any other key Board appointments
- f) On the Board's behalf, approve appointments of Standing Committee Members on the recommendation of the relevant Standing Committee Chair and Executive team.
- g) Ensure that the Board's Diversity Statement and associated targets are fully and appropriately taken into account in all appointment processes, including ensuring that
 - An equality statement is included in all vacancies and election announcements.
 - Any recruitment services commissioned by BF is requested to source a diverse set of candidates for any position.
 - Independent Director vacancies are advertised in places likely to attract the attention of a diverse set of potential candidates.
- h) Ensure no individual shall be appointed as a director until he or she has provided to the organisation a declaration of good character.
- i) Oversee Board Director Induction, ensuring that new directors receive a full, formal and tailored induction on joining the Board.

Elections

- a) Identify the desired skills of candidates for election based on the existing skills matrix of the Board.
- b) Advertise these desired skills by publishing a list of requisite skills looked for in election candidates.
- c) Assess each Nomination Form against the advertised desired skills.
- d) Include within the election papers circulated to the members, a statement from the Nominations Committee as to whether or not each candidate satisfies the skills requirement identified as needed by the skills matrix, specifically

“in respect of each valid nomination, the information contained in the Details of Candidate Form, a statement from the Nominations Committee as to whether the candidate fully meets, partially meets or does not meet the desired and advertised skills for candidates.”

- e) Include within the election papers circulated to the members, a statement from the Nominations Committee which re-states the diversity targets of the Board and provides information as to whether the results of the elections could cause the Board of BF to fail to meet any minimum diversity requirements for public funding as laid out by the Sport Governance Code.

Evaluations

- a) Responsible for commissioning a facilitated external evaluation of the Board at least every four years or at the request of UK Sport/Sport England.
- b) Review, at least annually, succession planning both to the Board and at CEO level
- c) Responsible for overseeing the process for annual performance evaluation of the Board, Chair and CEO, normally led as follows
 - a. **Board Evaluation** - The Chair of the Board.
 - b. **Individual Director Evaluations** - The Chair of the Board.
 - c. **Chair Evaluation** – The Senior Independent Director
 - d. **CEO Evaluation** – The Chair of the Board

It may be appropriate to agree individual development plans as a result of these evaluations; these should not be published.

- d) Agree and implement a plan to take forward any actions resulting from the evaluations.
- e) Responsible for ensuring that its directors continually update their skills, knowledge and familiarity with the organisation, required to fulfil their role. It should provide them with the necessary resources in order to do so.
- f) Ensuring that the division of the roles of chair and chief executive is established and maintained in writing and agreed by the Board. (1.17)

Policy and Remuneration

- a) Make recommendations to the Board on policies and procedures to be adopted for any BF appointments, including terms of office;
- b) Make recommendations to AGRC on the remuneration of the CEO and Chair and any other Board posts or appointments;
- c) On the Board’s behalf advise the CEO as appropriate on staff pay and conditions policy;
- d) Advise the Board and AGRC on any policy matters relating to remuneration.

Board Composition

- a) Make recommendations to the Board on the composition of the Nominations Committee and the composition and chairmanship of the Audit Governance and Risk Committee (the latter in consultation with the AGRC Chair).
- b) Review regularly, ideally after the annual Board and Individual Director evaluations, the balance of the Board (including the balance of skills, experience, independence, diversity and knowledge of the Directors) and make recommendations to the AGRC and then, if agreed, to the Board with regard to any changes.

- c) Make recommendations to the Board and/or AGRC concerning any matter relating to the continuation in office of any Director at any time.

Communications

Oversee an annual staff and volunteer survey and:

- a) Ensure that the results are acted on internally, and communicated clearly to employees and volunteers how such actions are to be taken; and
- b) Ensure that the topline data is made available to Sport England to collate the results for the purpose of developing a greater understanding of the sport workforce.

Honours

- a) Based on the recommendations of the BF Honours Committee make recommendations to the Board for British Fencing Honours.
- b) Based on the nominations received from the membership make recommendations to the Board in respect of Queen's Honours.

Succession Planning

Ensure the Board has in place succession plans for orderly appointments to the Board and to key positions within senior management.

3. REPORTING

The NC Chair shall report formally to the Board on its proceedings after each NC meeting.

4. REVIEW OF TOR

The NC shall review annually its terms of reference and its effectiveness and shall recommend to the AGRC any changes required as a result of such a review. The AGRC shall consider the recommendations and seek the approval of the Board to any proposed changes.

5. FREQUENCY OF MEETINGS

The Committee will meet when appropriate, usually on the day of Board Meetings. All NC meetings are convened by the Chair.

6. CURRENT COMPOSITION

Chair

1 Independent Non-Elected Director

7. APPENDIX A - UK SPORT/ SPORT ENGLAND GOVERNANCE CODE DEFINITIONS

7.1 Independent

A person is independent if they are free from any close connection to the organisation and if, from the perspective of an objective outsider, they would be viewed as independent. A person may still be deemed to be 'independent' even if they are a member of the organisation and/or play the sport.

Examples of a 'close connection' include:

- A. they are or have within the last four years been actively involved in the organisation's affairs, e.g. as a representative of a specific interest group within the organisation such as a sporting discipline, a region or a home country;
- B. they are or have within the last four years been an employee of the organisation; or
- C. they have close family ties with any of the organisation's directors or senior employees.

7.2 Senior Independent Director

Senior Independent Director means an independent director who is appointed as such by the Board, and whose responsibilities include:

- I. providing a sounding board for the chair;
- II. serving as an intermediary for the other directors when necessary;
- III. acting as an alternative contact for stakeholders to share any concerns if the normal channels of the chair or the organisation's management fail to resolve the matter or in cases where such contact is inappropriate; and
- IV. leading on the process to appraise the chair's performance.

Version History

Version Number	Date Updated	Updated by	Comments	Approved by NomCom/ AGRC	Approved to Board
vDraft	07/02/2017	GU	Updated in response to new UK Sport & Sport England Governance Code	04/07/2017	04/07/2017 (approved)
V1.1	24/07/2017	GU	Changes requested by Sport England and further clarification on Code items		
V2.0	21/09/2017	GU	Updated version number and removed change indicators	12/09/2017	21/09/2017
V2.0	-		Reapproved by Board		14/03/2019
V2.10	-		Reapproved by Board		17/03/20

V2.1	01/03/2021	GU	Minor Edits		16/03/21
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