



Nominations Committee:

Terms of Reference

Background

The UK Corporate Governance Code states that 'there should be a formal, rigorous and transparent procedure for the appointment of new directors to the Board'.

As such, the Board of Sport Resolutions created a Nominations Committee in September 2018 to lead the process for Board appointments and to make recommendations to the Board.

Purpose & Role

The purpose of the Nominations Committee is to:

- Ensure that the Board and its committees have the appropriate balance of skills, experience, independence and knowledge to enable them to discharge their duties and responsibilities fairly.
- Regularly review the structure, size and composition of the Board and make recommendations to the Board with regard to any changes.
- Give consideration to succession planning for directors and senior executives, taking into account the challenges and opportunities facing the company, and the skills and expertise needed on the Board in future.
- Review, on an annual basis, the Board Skills Matrix and make recommendations to the Board with regard to any changes.
- Be responsible for identifying and nominating for the approval of the Board, candidates to fill Board vacancies as and when they arise.
- Review and approve of all Board job adverts and job descriptions ahead of any position being advertised.
- Prior to any appointment being made, to evaluate the diversity of the Board and to consider any current diversity targets or KPI's.

- Review the results of the annual Board Evaluation and recommend to the Board any suggested improvements or suggestions arising from this process.
- Recommend to the Board ahead of the AGM all appointments to be made at the AGM.
- To lead on the interview process for all Board recruitment and to interview candidates.

Recruitment

When recruiting to the Board the Nominations Committee will refer to the Board Recruitment Procedures, which list the process for advertising and appointing both Member Directors and Independent Non-Executive Directors.

This requirements within the procedures include:

- Advertise the vacancy widely using open services or external advisers.
- Considering candidates from a wide range of backgrounds.
- Consider candidates on merit and against objective criteria, with due regard for the benefits of diversity on the Board.

Membership, Composition and Meetings

The Committee will be composed of a minimum of three and a maximum of five members.

The committee will consist of three permanent members:

- Chair of the company
- Senior Independent Director of the company
- Chair of the Audit & Risk Committee

The committee may choose to co-opt up to two additional members for specific meetings or circumstances depending on the Board position to be filled or the matter at hand. Because of the status of the three permanent members of the committee, the majority of the committee will at all times be independent non-executive directors.

The Committee will meet as and when required but not less than once per annum, when it will convene to discuss Board succession.

Ordinarily the Chair of the company shall Chair the Nominations Committee however the Chair of the Board shall not Chair the Nominations Committee when it is dealing with the matter of succession to the Chairmanship.

A majority of Committee members must approve any decision of the Committee and the Chair of the Committee shall have the casting vote in case of deadlock. A quorum of the Committee shall be a majority of the appointed members (50% plus 1).

Term

Members will be appointed for a maximum of two terms of four years, in line with the maximum terms they can serve on the Management Board.

Remuneration

Membership of the Committee is voluntary and without remuneration other than for reasonable travel expenses to attend meetings. Members may, however, be reimbursed for expenses incurred as a result of carrying out duties of the Committee provided that such expenditures have been pre-approved by the Chair.

Experts and Invited Guests

The Committee may from time to time require staff, experts or other representatives to attend meetings as presenters, advisors or observers. The Chair will approve such invitations in advance.

Last review (date)	September 2020
Reviewed by (name)	Audit & Risk Committee
Next review and approval due (date)	September 2022