



# NOMINATIONS COMMITTEE TERMS OF REFERENCE

(Last updated April 2024)

## 1. AUTHORITY

- 1.1. The Nominations Committee is a committee of the Bowls England Board, established to support the Board in its responsibilities for recruitment for senior positions, and to act in accordance with the Bowls England Articles of Association and Sport England Code of Governance.
- 1.2. The Committee's role is to review skills, knowledge, experience, diversity and effectiveness; develop succession planning; promote recruitment and ensure fair and transparent selection procedures for appointments and elections to Presidential, Board, Director and Chief Executive positions.
- 1.3. The Committee shall operate within the powers designated to it by the Board and in line with the responsibilities contained within Section 3. Of these Terms of Reference.

## 2. RESPONSIBILITIES

- 2.1. The Nominations Committee shall have the following duties, powers and responsibilities.
  - 2.1.1. Board Evaluation
    - 2.1.1.1. To review annually the structure, size and composition of the Board compared to its current position and make recommendations thereon. This will include skills, knowledge, experience and diversity.
    - 2.1.1.2. Maintain and submit to the Board annually an up-to-date skills and experience matrix and any identified gaps.
    - 2.1.1.3. To lead on an annual basis an evaluation of the performance and effectiveness of the Board, and its committees, in relation to the skills matrix.
    - 2.1.1.4. To lead on any external evaluation of the Board which shall be carried out at least every four years or at the request of Sport England.
    - 2.1.1.5. To review annually and report on Board level diversity against any diversity targets and actions set in compliance with the Code for Sports Governance.
  - 2.1.2. Succession Plans
    - 2.1.2.1. To ensure that succession plans are in place for appointments to the Presidential Team, Chair, Board, including elected Board Directors, Chief Executive and Senior Members of the Staff Team.
  - 2.1.3. Presidential, Board, Chair and Chief Executive Recruitment

- 2.1.3.1. To oversee a formal and transparent recruitment process for the appointment and/or election of new directors to the Board, the Presidential Team, the Chair and the Chief Executive.
- 2.1.3.2. This will include (i) the preparation of role descriptions and person specifications required for any of the roles outlined, (ii) ensuring that all vacancies are widely and openly advertised both within and beyond current participants in the sport, and with due regard to the required balance of skills, knowledge, experience and diversity desired in the appointment (iii) ensuring a robust and transparent approach to selection including a requirement for all applicants to submit a written application and for a formal selection process to take place through an Appointments Panel.
- 2.1.3.3. Responsible for presenting the preferred candidate for the appointed position as and when they arise, for consideration by the Board.
- 2.1.3.4. Responsible for preparing a shortlist of candidates for elected positions, for voting on by the Bowls England members.
- 2.1.3.5. Responsible for presenting the preferred candidate for the Chief Executive position as and when they arise, for consideration by the Board.
- 2.1.3.6. Making recommendations to the Board in relation to the re-appointment of any director after the completion of their terms of office, assuming that they have not already reached the maximum term permitted under the Code for Sports Governance.
- 2.1.3.7. Following consultation with the Remuneration Committee, the remuneration arrangements for the Chief Executive will be presented to the Chair of the Board. These arrangements will be reported to the Board in confidence.
- 2.1.3.8. Ensure all Directors, President, and Chief Executive successfully passes the HMRC Fit and Proper Person test before appointment.
- 2.1.3.9. Ensure that all new Presidents, Chair, Directors and Chief Executive receive a written statement of their responsibilities and receive a full formal induction upon appointment.
- 2.1.3.10. In the event that the Board do not wish to elect the preferred candidate for the position, the Board must re-evaluate the requirements for the position; updating the Nominations Committee as to their findings. The appointments process must then be restarted.

#### 2.1.4. Directors Standards and Conduct

- 2.1.4.1. To review every four years the Directors, Presidential Team and Chief Executive Code of Conduct.

2.1.4.2. To manage on behalf of the Board any matters relating to a breach of the Directors Code of Conduct, Governance Policy and/or any other policies of Bowls England.

### **3. MEMBERSHIP**

- 3.1. The Committee shall consist of three members appointed by the Board – two independent and one member-elected.
  - Chair of the Board
  - Two (2) Independent Directors (one of which to be the Chair of the Committee).
  - Should the Chair become independently elected, one independent director will be replaced by a member-elected director.
- 3.2. The Committee will be chaired by an Independent Director of the Board.
- 3.3. The Committee may co-opt additional members for a period not exceeding one year to provide specialist skills, knowledge and experience and may procure specialist ad-hoc advice at the expense of the organisation, subject to budgets being agreed in advance by the Board.
- 3.4. The maximum term of office for this committee will be in accordance with the maximum term of office for Board Directors. The Board will regularly review the membership in accordance with its review policy and may re-appoint or remove members in this review.
- 3.5. The Committee may invite other individuals to attend Committee meetings to present specialist skills, knowledge and experience.
- 3.6. The Chief Executive will attend Committee Meetings except when the Committee is dealing with the matter of his/her appointment.
- 3.7. The Committee Meetings will normally be attended by the Head of Business Operations who will provide the secretarial role.
- 3.8. The committee members must declare any conflicts of interest to the Chair of the committee who will act in accordance with Bowls England policy.
- 3.9. Committee members must act professionally in accordance with Bowls England's code of conduct.

### **4. MEETINGS**

- 4.1. The Committee will meet as often as necessary to complete its work, but at least once per year. The Chair of the Committee or the Chief Executive may convene additional meetings as they deem necessary.
- 4.2. The meetings may be held in person or by teleconference or video conference and individual members may join a physical meeting remotely via teleconference or video conference and be regarded as present at the meeting.
- 4.3. Papers to meetings shall be circulated at least one week before the date of the meeting.
- 4.4. A minimum of two members of the Committee must be present for the meeting to be deemed quorate.

## **5. RESOLUTIONS AND VOTING**

- 5.1. Decisions of the Committee shall be taken by resolution and recorded in the minutes. 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. In the event of a tied vote, the Chair shall have the casting vote.

## **6. REPORTING**

- 6.1. The Committee shall report its decisions to the Board by the submission of either the minutes of the committee meeting and/or where necessary a report by the Chair of the committee. The Committee will provide the Board with an annual report timed to support the finalization of any governance report required to be submitted to Sport England and the Bowls England Annual Report.
- 6.2. Draft minutes of the meeting will usually be circulated to the Committee members within 14 days of the meeting. Once approved, minutes are sent to the Board. Where necessary, the Chair of the Committee will provide a report to the Board with any recommendations, substantive matters of importance, or material issues or concerns.
- 6.3. Minutes and reports from this committee are restricted to the Board.

## **7. REVIEW**

- 7.1. These Terms of Reference, remit and effective working of the Nominations Committee will be reviewed annually.