



Nominations Committee

Terms of Reference

Date Approved by the Board: 2018

1. Purpose

- 1.1. The Nominations Committee's principal purpose is to evaluate the balance of skills, knowledge and experience required and, in the light of this evaluation, prepare a description of the role and capabilities required for a particular appointment.

2. Reporting

- 2.1. The Nominations Committee shall report to the Board.

3. Membership – voting

- 3.1. The Nominations Committee must comprise a minimum of five people subject to the majority of the members of the Nominations Committee being Independent Directors. Its members shall be:
 - 3.1.1. The Chair of British Rowing;
 - 3.1.2. One Regional Representative
 - 3.1.3. Up to four Independent Directors of British Rowing;
- 3.2. The Board may appoint an independent person with a background in human resources and/or recruitment to be a member of the Nominations Committee to assist the Nominations Committee with the fulfilment of its functions.
- 3.3. The Chair of British Rowing will act as chair of the Committee except when dealing with the appointment of a successor to the Chair when an Independent Director shall act as Chair of the Committee.

4. Attendance – non-voting

- 4.1. The Committee shall ask such persons as may be needed to enable the Nominations Committee to carry out its functions in an appropriate and timely manner to attend, but not vote, at meetings of the Nominations Committee.



5. The Functions of the Nominations Committee shall be:

- 5.1. To regularly evaluate the skills, knowledge, experience and diversity of the Board and to make recommendations with regard to any changes giving full consideration to succession planning.
- 5.2. Based on the evaluation of the Board, to prepare a role description and person specification for any Director appointment to be made.
- 5.3. In respect of all appointments to which the Committee nominates candidates ('Nominated Roles'), appoint a selection panel appropriate to the Nominated Role to carry out the selection process. In respect of the nomination of an Independent Director this panel would usually be chaired by the Senior Independent Director.
- 5.4. When submitting a nomination to the Board, present a report on the process undertaken and the reasons for the nomination.
- 5.5. To do any other things that might be appropriate for a Nominations Committee.

6. Meetings

- 6.1. The Nominations Committee shall meet as often as may be appropriate but in any case not less than once per year. Meetings may be held by telephone but shall be attended in person not less than once per year. A quorum shall be 3 members entitled to vote at the meeting, one of whom should be the chair of the Nominations Committee.
- 6.2. In the absence of the chair of the Committee, the remaining members present shall elect one of themselves to chair the meeting.