

ACTIVE BLACK COUNTRY LIMITED
a company limited by guarantee and without a share capital
Company Number 14537800

NOMINATIONS & GOVERNANCE COMMITTEE

Terms of Reference

1. Remit

- a) The Nominations & Governance (N&G) Committee is established under the powers committed to the Active Black Country Limited (ABC Ltd) Board of Trustees (the Board) under Article [number] of the Charity's Articles of Association dated [date].
- b) The terms of reference of the ABC Ltd N&G Committee (including any relevant delegated authority) are to be reviewed and approved annually by the Board.
- c) In any instance where there is deemed to be a conflict between the ABC Ltd Articles of Association and these Terms of Reference, the Articles will take precedence.

2. Scope & Functions

- a) The key functions of the ABC Ltd Nominations & Governance Committee are:
 - i) to oversee the recruitment and selection processes for the ABC Ltd:
 - (1) Chair;
 - (2) Vice Chair;
 - (3) Senior Independent Trustee (SID);
 - (4) Other Independent Trustees;
 - (5) Independent Non-Trustee Members of Board Committees; and
 - (6) Chief Executive Officer (CEO).
 - ii) to ensure ABC Ltd recruitment, selection, training, and evaluation processes are conducted in line with the Tier 3 Requirements of the UK Code for Sports Governance;
 - iii) to oversee the effectiveness evaluation processes for the ABC Ltd Board and Board Committees;
 - iv) to ensure the composition of the ABC Board and Board Committees is reflective of the diversity, inclusiveness, and demographic profile of the Black Country;
 - v) to oversee the training and continuing professional development processes for the ABC Ltd Board, Board Committees; and Senior Leadership Team; and
 - vi) to carry out such other functions as are set out in these Terms of Reference.

3. Responsibilities

- a) The ABC Ltd Nominations & Governance Committee is to have the following responsibilities (and any other responsibilities which the ABC Ltd Board may allocate to the N&G Committee from time to time) and the delegated authority to carry out the tasks listed:
- i) to maintain compliance with the recruitment, training, and evaluation Requirements of the UK Code of Governance for Sport and all relevant ABC Ltd policies;
 - ii) to review the ABC Ltd Board & Board Committees Recruitment & Selection Policy at least once every 2 years and to recommend any appropriate modifications for approval by the ABC Ltd Board;
 - iii) to identify, coordinate, and lead the Selection Interviewing Panel for all appointments listed in 2 a) i) above, and to make relevant recommendations to the ABC Ltd Board for such appointments;
 - iv) to maintain the role & capabilities descriptions for all appointments listed in 2 a) i) above, to review the descriptions ahead of each recruitment exercise, and to recommend any appropriate modifications for approval by the ABC Ltd Board;
 - v) to maintain the Skills, Knowledge, & Experience Matrices for the ABC Ltd Board and Board Committees, to review the Matrices at least once a year, and to recommend any appropriate modifications for approval by the ABC Ltd Board;
 - vi) to advise the Board on succession matters and to maintain the ABC Ltd Board Succession Plan;
 - vii) to maintain the Training & Development Plans for the Trustees, Non-Trustee Board Committee Members, and the CEO, to review the Plans at least once a year, and to recommend any appropriate modifications for approval by the ABC Ltd Board; and
 - viii) to organise the annual Effectiveness Evaluation for the ABC Ltd Board and the two yearly Effectiveness Evaluation for the Board Committees, and to maintain the Evaluation Action Plans.

4. Membership

- a) The ABC Ltd N&G Committee is to comprise:
- i) 3 Committee Members who are Independent Trustees of ABC Ltd; and,
 - ii) at the discretion of the N&G Committee, up to 2 Committee Members who are independent and who are not Trustees of ABC Ltd.
- b) The ABC Ltd Board is to appoint either the Senior Independent Trustee or one of the N&G Committee's other Independent Trustee Members, with appropriate skills and experience, to be the Chair of the N&G Committee.
- i) The Chair of ABC Ltd may be appointed as an ordinary N&G Committee Member but, in the interests of good practice, may not hold the position of Committee Chair.

- ii) The Vice Chair of ABC Ltd may be appointed either as an ordinary N&G Committee Member or as the N&G Committee Chair. In the interests of good practice, if so appointed, the Vice Chair may not chair meetings of the N&G Committee when either:
 - (1) the appointment of a successor to the position of Vice Chair is under discussion; or
 - (2) the Vice Chair is deputising as the chair of the Board during a prolonged absence of the Chair.
- c) Any independent non-Trustee Committee Members are to be openly recruited, on a skills and experience basis, by the N&G Committee and are to meet the definition of "independence" as set out in the 2021 Code for Sport Governance.
- d) The appointments of all N&G Committee Members are subject to approval by the ABC Ltd Board.
- e) All Members of the N&G Committee are to have relevant skills and experience in one or more of the following areas: governance, recruitment, training, continuing professional development, and/or personnel evaluation.
- f) Each N&G Committee Member is appointed for a term of up to 3 years, and may be appointed for a second term of up to 3 years.
 - i) The ABC Ltd Board may shorten an N&G Committee Member's term if this is required by circumstances, such as the maintenance of the appropriate balance of skills and expertise on the Committee.
- g) Staff attendees at meetings of the N&G Committee are to be the ABC Ltd Chief Executive Officer and/or another staff member of the Senior Leadership Team.
- h) The N&G Committee shall inform Sport England of any appointment process being carried out by the organisation relating to Trustees and Chief Executive Officer. Sport England will have an open invitation to observe any related recruitment process for the positions.

5. Proceedings

- a) The Chair of the N&G Committee is to call a meeting of the Committee at least once a year and on such other occasions as recruitment and/or evaluation exercises may require, setting out the time, date, venue, and agenda for the meeting.
 - i) In the event that the Committee Chair is absent for any reason at a time when a meeting is due, a meeting may be called by the Chief Executive Officer.
- b) N&G Committee meetings are usually to take place face-to-face, but may take place by electronic means when necessary.
- c) 2 Members of the Committee (including at least 1 independent Trustee) are required as a quorum for a meeting of the N&G Committee.
- d) In the event that the Committee Chair is absent for any reason, the Committee may choose one of its Members to chair the meeting.
- e) Decision taking is to be usually by consensus. If a vote becomes necessary, such vote is to be by show of hands, with the chair of the N&G meeting having a casting vote in the event of a tie.

- f) The ABC Ltd N&G Committee may only incur expenditure on behalf of the Charity within budget amounts previously agreed by the Board.
- g) All ABC Ltd N&G Committee Members are to be entitled to claim travel and accommodation expenses for reimbursement in accordance with the Charity's Travel & Expenses Policies.
- h) Any independent non-Trustee Members of the N&G Committee are to sign up, and adhere, to the ABC Ltd Board Code of Conduct (except insofar as the Code of Conduct relates to the specific duties of legal Trustees of the Charity).
- i) At least every two years, the N&G Committee is to review its own performance and terms of reference to ensure it is operating at maximum effectiveness and to recommend any changes it considers necessary to the Board for approval.

6. Reporting

- a) The N&G Committee is to maintain written minutes of its meetings.
- b) The Chair of the N&G Committee is to provide a written report (which may be in the form of the N&G Committee meeting minutes) to the Board at least once a year and after each recruitment exercise.
- c) The Board is to invite the Chair of the N&G Committee to make a presentation to the Board on the Committee's work at least once a year, and at such other times as the Board may request.

These Terms of Reference were approved by the ABC Ltd Board on [date]