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| **Jersey FA Nominations Committee**  **Terms of Reference** | | |  |  |
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**1. Membership**

1.1 The committee shall comprise at least three directors. A majority of the members of the committee shall be independent non-executive directors.

1.2 Appointments to the committee are made by the board on the recommendation of the nomination committee and shall be for a period of up to three years, which may be extended for up to two additional three-year periods, provided the director still meets the criteria for membership of the committee.

1.3 Only members of the committee have the right to attend committee meetings. However, other individuals such as the chief executive and external advisers may be invited to attend for all or part of any meeting, as and when appropriate.

1.4 The board shall appoint the committee chair who will be independent and should be either the chair of the board or an independent non-executive director. In the absence of the committee chair and/or an appointed deputy, the remaining members present shall elect one of themselves to chair the meeting from those who would qualify under these terms of reference to be appointed to that position by the board. The chair of the board shall not chair the committee when it is dealing with the matter of succession of the chair of the board.

**2. Secretary**

The association secretary, or their nominee, shall act as the secretary of the committee and

will ensure that the committee receives information and papers in a timely manner to

enable full and proper consideration to be given to issues.

**3. Quorum**

The quorum necessary for the transaction of business shall be two (both of whom must

be independent non-executive directors).

**4. Frequency of meetings**

The committee shall meet at least twice a year and otherwise as required.

**5. Notice of meetings**

5.1 Meetings of the committee shall be called by the secretary of the committee at the

request of the committee chair or any of its members.

5.2 Unless otherwise agreed, notice of each meeting confirming the venue, time and

date, together with an agenda of items to be discussed, shall be forwarded to each

member of the committee and any other person required to attend no later than

five working days before the date of the meeting. Supporting papers shall be sent to

committee members and to other attendees, as appropriate, at the same time.

**6. Minutes of meetings**

6.1 The secretary shall minute the proceedings and decisions of all committee meetings,

including recording the names of those present and in attendance.

6.2 Draft minutes of committee meetings shall be circulated to all members of the

committee. Once approved, minutes should be circulated to all other members of the

board and the association secretary unless, exceptionally, it would be inappropriate to do

so.

**7. Engagement with members**

7.1 The committee chair should attend the annual general meeting to answer any

members questions on the committee’s activities.

**8. Duties**

The committee shall:

8.1 Regularly review the structure, size and composition (including the skills, knowledge,

experience and diversity) of the board and make recommendations to the board with

regard to any changes.

8.2 Ensure plans are in place for orderly succession to board and senior management

positions, and oversee the development of a diverse pipeline for succession, taking into

account the challenges and opportunities facing the association, and the skills and expertise

needed on the board in the future.

8.3 Keep under review the leadership needs of the association, both executive and nonexecutive,

with a view to ensuring the continued ability of the association to compete

effectively in the marketplace.

8.4 Keep up-to-date and fully informed about strategic issues and commercial changes

affecting the association and the market in which it operates.

8.5 Be responsible for identifying and nominating for the approval of the board,

candidates to fill board vacancies as and when they arise.

8.6 Before any appointment is made by the board, evaluate the balance of skills,

knowledge, experience and diversity on the board and, in the light of this evaluation,

prepare a description of the role and capabilities required for a particular appointment

and the time commitment expected. In identifying suitable candidates, the committee

shall:

8.6.1 use open advertising or the services of external advisers to facilitate the search

8.6.2 consider candidates from a wide range of backgrounds

8.6.3 consider candidates on merit and against objective criteria, having due regard to

the benefits of diversity on the board and taking care that appointees have enough

time available to devote to the position.

8.7 Prior to the appointment of a director, other significant time commitments should be

disclosed and any additional future commitments should not be undertaken without prior

approval of the board. The proposed appointee should also be required to disclose any

other business interests that may result in a conflict of interest. These must be authorised

by the board prior to appointment and any future business interests that could result in a

conflict of interest must not be undertaken without prior authorisation of the board.

8.8 Ensure that, on appointment to the board, non-executive directors receive a formal

letter of appointment setting out clearly what is expected of them in terms of time

commitment, committee service and involvement outside board meetings.

8.9 Review the results of the board performance evaluation process that relate to the

composition of the board and succession planning.

8.10 Review annually the time required from non-executive directors. Performance

evaluation should be used to assess whether the non-executive directors are spending

enough time to fulfil their duties.

8.11 Work and liaise as necessary with other board committees, ensuring the interaction

between committees and with the board is reviewed regularly.

The committee shall also make recommendations to the board concerning:

8.12 Any changes needed to the succession planning process if its periodic assessment

indicates the desired outcomes have not been achieved.

8.14 Membership of any other board committees as appropriate, in consultation with the chair of those committees.

8.15 The re-appointment of non-executive directors at the conclusion of their specified

term of office having given due regard to their performance and ability to continue to

contribute to the board in the light of knowledge, skills and experience required.

8.16 Any matters relating to the continuation in office of any director at any time

including the suspension or termination of service of an executive director as an employee

of the association subject to the provisions of the law and their service contract.

**9. Reporting responsibilities**

9.1 The committee chair shall report to the board after each meeting on the nature and

content of its discussion, recommendations and action to be taken.

9.2 The committee shall make whatever recommendations to the board it deems

appropriate on any area within its remit where action or improvement is needed, and

adequate time should be made available for board discussion when necessary.

9.3 The committee shall produce a report to be included in the association’s annual report

describing the work of the nomination committee, including:

9.3.1 the process used in relation to appointments, its approach to succession planning

and how both support the development of a diverse pipeline

9.3.2 how board evaluation has been conducted, the nature and extent of an external

evaluator’s contact with the board and individual directors, the outcomes and

actions taken, and how it has influenced or will influence board composition

9.3.3 the policy on diversity and inclusion, its objectives and linkage to association strategy,

how it has been implemented and progress on achieving the objectives, and

9.3.4 the gender balance of those in the association and their direct reports.

9.4 If an external search consultancy has been engaged, it should be identified in the

annual report alongside a statement about any other connection it has with the association

or individual directors.