



GUERNSEY FA

Nomination and Appointment Committee – Terms of Reference

1. Code Requirement

Point 1.24 of the Governance Code requires that the Board shall maintain a Nomination Committee either on a permanent or ad hoc basis unless the circumstances of the organisation are such that it is appropriate for the Board to act as the Nomination Committee.

2. Purpose

The Nomination and Appointment Committee has the responsibility for leading the process of recruitment for Board and senior executive appointments. However, the Board retains the authority to make the final decision. In respect of Board appointments, it is the responsibility of the Nomination and Appointment Committee to evaluate the Board's current capability against the agreed skills matrix, and, considering this evaluation, agree a description of the role and capabilities required for an appointment.

3. Remit

The Nomination and Appointment Committee will:

- Consider nominations for the role of elected Directors of the Association against agreed criteria and to ensure that the candidates have the skills, knowledge and experience to adequately perform the role.
- Oversee the process for engaging appointed Directors, including:
 - Ensuring that role descriptions and person specifications are drafted and approved.
 - Ensuring that the post is advertised widely in a manner that will attract a diverse range of candidates.
 - Considering all applications against the agreed criteria and conducting interviews where appropriate.
 - Making recommendations to the Board of Directors.
- Oversee the process for appointing members of Standing Committees of the Association, including:
 - Ensuring that posts are advertised widely in a manner that will attract a diverse range of candidates.
 - Considering all applications against the agreed criteria and conducting interviews where appropriate.
 - Making recommendations to the Board of Directors.

4. Membership

Most of the members of the Nomination and Appointment Committee shall be Independent Non-executive Directors and it shall be chaired by the Chair (except when it is dealing with the appointment of a successor to the Chair, when it shall be chaired by an Independent non-executive Director). In many cases the Nomination Committee will have three members and be set up on an ad hoc basis. If the Board does not have a Nomination and Appointment Committee, the Board itself will be responsible for recruitment to the Board.

5. Role of the Nomination and Appointment Committee in recruiting Appointed Directors



It will usually be the responsibility of the Nomination and Appointment Committee to draw up the shortlist of candidates from the applications received with support of the CEO. In establishing and interview panel, the Nomination and Appointment Committee may invite additional individuals to join who have specific expertise such as The FA Senior Regional Manager. After the interview process, the Nomination and Appointment Committee reviews the assessment of the candidates and makes recommendations to the Board of the preferred candidate. If possible, the Nomination and Appointment Committee should reach a unanimous verdict.

If multiple candidates are deemed appointable, the Nomination and Appointment Committee may draw attention to this point. The Board should be provided with enough information on the candidates who were interviewed in order that they can reasonably come to a decision. It is assumed that the Board will accept the recommendations of the Nominations and Appointment Committee in nearly all cases. However, the Board has the ultimate authority to appoint.

6. When the Board acts as Nomination and Appointment Committee

For those County FAs which do not have a Nomination and Appointment Committee, the Board itself will be responsible for recruitment to the Board. It should be the aim of the Board to reach a consensus view on the preferred candidate. If that is not possible, the Chair or Senior Independent Director when recruiting a new Chair, should be responsible for the final decision. It is important when the Board acts as the Nomination Committee, it is particularly mindful of any conflicts of interest that may arise.

7. Recruiting without discrimination

It is a legal requirement not to discriminate against role applicants at any stage of the process because of protected characteristics as specified in the Equality Act. Stages include:

- Advertising the role.
- Longlisting.
- Shortlisting for interview.
- Interviewing.
- Making an offer.

The Board should have an overview of diversity among the Board and across the County FA as a whole. Where it reasonably thinks that a protected group is under-represented or faces disadvantage it can set aspirational targets to improve diversity and inclusion in the County FA. Any targets set must be realistic and must avoid unlawful discrimination.

8. Advertising for Appointed Directors

To attract the most skilled and diverse range of candidates possible, positions for appointed Directors should be advertised widely. Advertising should be tailored to the target audience both in the content of the advert and where it is placed. Evidence suggests that the wording of role descriptions impacts on the diversity of applicants (beyond simply ensuring that the application does not actively discriminate). It is recommended that the application period is left open for approximately 4 weeks.

9. Invitations to Interview

Applicants who are to be invited to an interview should receive at least one week's notice and be sent the following information:

- Time and place of interview.
- Names and positions of interviewers.
- Details of the selection process.



- Requirement to bring identity documents.

Candidates should be asked about access needs before the interview and relevant needs should be met.

10. Interview questions

The Nomination and Appointment Committee should convene in advance of the interviews to decide on the questions to be asked and to agree an objective means of candidate assessment such as a scoring system. Candidates should be asked for specific examples to demonstrate the competencies being sought.

11. Interview Panel composition

The Nomination and Appointment Committee may choose to appoint additional members to the interview panel, should it be deemed necessary. Typical interview panel composition would be:

- Chair.
- CEO.
- Expert – preferably externally verified.
- Independent adviser (e.g. HR, Regional Manager).
- One other Board Member.

It is recommended that the interview panel should be of mixed gender. The interview panel should arrange to meet for an initial discussion before the first interview and then should speak again directly or soon after the final interview.

12. Decision-making

- The decisions of the Nomination and Appointment Committee shall be communicated in writing, which includes emails.
- The Nomination and Appointment Committee is empowered to refuse the nomination of any person who objectively fails to meet the criteria.

13. Disclosure and Barring Service Check

A DBS Check is likely to be needed for some (if not all) Board roles. Consult with the Senior Safeguarding Lead for advice.

14. Informing unsuccessful candidates

Candidates who take part in an interview but are unsuccessful should be informed by phone and some feedback should be provided. Candidates rejected before interview should be informed by email at the earliest opportunity.

15. Appointment letter for new Directors

Any verbal offers should only be made on a conditional basis. The successful candidate should be sent a written offer detailing the terms and conditions of appointment. While there is not a contract of employment between the County FA and any non-executive Director, all Directors will have legal duties under the Companies Act. Appointments should be conditional upon:

- Satisfactory DBS Check, if needed;
- Completion of Declaration of Good Character (see Appendix 40 for a Template).



16. Co-opting a Director

A co-opted Director is a Director who is temporarily appointed by the Board outside of the customary appointment process. This period would not normally be longer than a year. The reasons for co-opting a Director should be documented. During the period of co-option, the Nomination and Appointment Committee should implement plans to address the reason for the original co-option (e.g. recruitment to fill a skills gap).

17. Review

The Board will review the terms of reference and processes of the Nomination and Appointment Committee on an annual basis.

Approved

8/1/2024