

# **County FA Governance Nomination and Appointment Committee – Terms of Reference**

## **1. Hampshire FA Requirement**

Hampshire FA Article 8.3 requires that the Board of Directors shall maintain a Nomination and Appointment 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 and Appointment Committee.

## **2. Purpose**

The Nomination and Appointment Committee has the responsibility for leading the process of recruitment for the Board of Directors and senior executive appointments. However, the Board of Directors retains the authority to make the final decision.

In respect of Board of Director 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 Board of 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 engaging appointed members of the Football Management Board, 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 and Subgroups of the Association, including:
  - Ensuring that role descriptions and person specifications are drafted and approved.
  - 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 Football Management Board.

- The Nomination and Appointment Committee will make recommendations to the Board of Directors for its subgroups.
- The Selection Panel\*, if appointed, will make recommendations to the Football Management Board for Football Management Board Members, Focus Groups, and its relevant Subgroups. Recommendations can be made by The Selection Panel for Chairs and Deputy Chairs for Focus Groups and any Football Management Board subgroups.
  - \*The process for establishing recommendations for the Football Management Board, Focus Groups and relevant Subgroups maybe delegated to a Subgroup of the Nomination and Appointments Committee, called the Selection Panel.

#### **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 of the Board of Directors (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). The Nomination and Appointment Committee will have a minimum of three members, the Chair of the Board of Directors, and Independent Non-Executive Directors, or more directors as required, the Chief Executive (as committee secretary), the committee will meet as required 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.

The Board of Directors, if it so decides, will establish a Subgroup of the Nomination and Appointment Committee, called The Selection Panel, to be chaired by a Board of Directors member. In addition, the panel will be made up of the Chair of the Board of Directors, the Chief Executive and one representative from each Hampshire FAs Divisional Football Associations.

#### **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 Chief Executive.

In establishing an interview panel, the Nomination and Appointment Committee may invite additional individuals to join who have specific expertise.

After the interview process, the Nomination and Appointment Committee reviews the assessment of the candidates and makes recommendations to the Board of Directors 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 of Directors 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 of Directors 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 Appointments Committee**

If no Nomination and Appointment Committee has not been appointed, 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 and Appointments 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 of Directors should have an overview of diversity among the Board of Directors and across Hampshire 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 for Hampshire 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, as per 4. above, may choose to appoint additional members to the interview panel, should it be deemed necessary.

The following considerations can be made: Expert – preferably externally verified, Independent adviser (e.g., HR, Regional Manager), one other Board of Director Member, this list is not restrictive.

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 of Director 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 Hampshire 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.
- Signed Code of Conduct.
- Signed Declaration Conflict of Interest

**16. Co-opting a Director**

A co-opted Director (as per Article 16.1.2) is a Director who is temporarily appointed by the Board of Directors 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.