Governance & Nominations Committee Terms of Reference

File Management:

Owner: Chairperson, Governance & Nominations Committee

Revision History (Version /Date)	Summary of Changes
V0.1 – February 2022	Document Creation
V1.0 – May 2022	Approved by Board
V1.1 - November 2024	Scheduled Review - update to succession planning
V1.2 - October 2026	Approved by Board. Scheduled review. Updated TOR Review period to every 3 years, in line with policy review schedule.
October 2029	Next Review

Name:

Governance and Nominations Committee

Purpose:

The Board has established a Governance and Nominations Committee as a Committee of the Board to support the Board in fulfilling its responsibilities in relation to achieving and observing good governance practice, supporting strategy development and monitoring progress on key strategic priorities, succession planning, ensuring induction and continuing professional development programmes and supports are available for

directors, review of board effectiveness, as well as overseeing compliance with legal and regulatory obligations of Board.

However, the ultimate responsibility for this area rests with the Board, who must fully consider the advice and approve or amend the recommendations from the Committee.

Membership:

Membership of the Committee shall consist of three Directors as best practice, providing a quorum of two Directors. An external, non-Director, with specific expertise and related skills, may be invited to join a Committee.

Other members may be co-opted on to the Committee from time to time to carry out specific work, with the approval of the Board or the Committee. The Board may remove or replace any member of the Committee at any time.

Duration of Appointment:

- The Board members on the Committee may remain in position in line with their tenure on the Board of Directors.
- External non-Directors may be appointed by the Board for a term of two years. The Board may renew this appointment for one or two further terms, subject to the requirements of the Committee's work.

Meetings:

- Meetings will be held at least four times per year, at times and venues agreed by the Committee. The Chairperson of the Committee may convene additional meetings, as deemed

necessary.
- Other Board members or staff may be invited to attend meetings at the request of the Committee.

Authority / Rights:

- In discharging its responsibilities, the Governance and Nominations Committee will have unrestricted access to members of management, employees, and relevant information it considers necessary to discharge its duties. The Committee is entitled to receive any explanatory information that it deems necessary to discharge its responsibilities.
- The Committee shall have access to sufficient resources in order to carry out its duties will be supported by one or more members of staff as appropriate to the committee's work.
- The Committee may procure and/or avail of specialist ad-hoc advice at reasonable expense, subject to budgets agreed by the Board, on any matter within its terms of reference.
- The Committee has rights to access to members of the Board and other Committees to seek information relevant to its functions as per this Terms of Reference.

Duties and Responsibilities:

1. Governance Framework

- To ensure compliance with the relevant Governance Codes and standards applicable to the organisation, e.g. Governance Code for Sport and the Charities Governance Code.

- To ensure the appropriate organisational policies are in place and regularly reviewed or as legislative changes and organisational needs dictate.
- Support the Board in undertaking an annual effectiveness review of the Board and its Committees and to monitor the implementation of any actions arising.
- As appropriate, to review the Memorandum and Articles of association, in the context of good practice and governance developments more generally and propose changes and amendments for Board consideration.
- To report and make recommendations to the Board on any proposals for change.

2. Compliance

- Annual Review of SOI's compliance with the Charities Governance Code and Governance Code for Sport to ensure compliance with best practice using the criteria outlined in those Codes.
- To ensure proper planning and oversight of the Annual General Meeting of the Company.

3. Legislation

- To ensure there is compliance with all relevant legal and regulatory requirements within the Committee's remit and to confirm across other Committees of the Board.

4. Corporate Secretary Role

- Ensure that the formal compliance requirements of the Board secretary role is fulfilled.

5. Ethics and Conduct

- Support the Board in establishing and sustaining an ethical culture and appropriate values system and ensuring that the ethical and behavioural issues are managed effectively.

6. Succession Planning

The Committee is responsible for supporting the Board in Succession Planning:

- Lead succession planning for Board Membership, ensuring an effective framework is in place to meet and deliver on the skills and expertise needed on the Board, now and in future, are met.
- Process and plan for recruitment of external non-directors to join Committees to be looked at by Governance and Nominations Committee.
- The Committee shall consider and make recommendations for suitable candidates for co-option into Board vacancies.
- The Committee will oversee the recruitment to the CEO position when required and will liaise with the Chairperson of the HR Committee as needed. The Committee will recommend to the Board the appointment to the position, as and when required.

The Committee will also carry out such other duties as may be assigned to it by the Board from time to time.

Reporting Responsibilities:

- The Committee will report to, and is ultimately accountable, to the Board.

- The Committee will report back to Board on areas or issues requested by Board.
- Minutes of meeting of the Committee will be circulated to the Board.
- An update on progress on the work of the Committee will be provided at Board meetings by the Chair as appropriate (including updating the Board on any previous Committee meeting, Committee business and any recommendations, advice and any relevant matters that should be brought to the Board's attention).
- The Committee will provide the Board with an Annual Report summarising its conclusions from the work it has done during the year, progress with the work programme and the outcome of its self-effectiveness review. This Report will be timed to support finalisation of the organisation's annual report and financial statements.
- The Committee shall make a statement and provide an overview of its activities in the Annual Report.

Conflicts of Interest / Loyalty:

Individual members of the Committee must pay particular attention to the avoidance of conflicts (or potential conflicts) of interests / loyalty in any business of the Committee. Should potential conflict arise, the Committee Chairperson should be informed.

Confidentiality

All Committee members must strictly preserve the confidentiality of any information coming to their knowledge in the course of their work as Committee members relating

to members of the Company, athletes, coaches, families, volunteers or Board members / Committee members. This confidentiality is to be preserved both during and after the Committee member's term of office.

Review

The Committee shall review at least every three years its own performance and Terms of Reference to ensure it is operating effectively and to recommend any changes it considers necessary to the Board for approval.