

Nominations Committee Terms of Reference

The Nominations Committee shall also be known as the Athletics Appointment Panel to align with the Articles of Association until such time as the Articles are amended.

These terms of reference were adopted by a resolution of the Board passed on 25th May 2022

Introduction

The Nominations Committee is a sub-committee of the UK Athletics (UKA) Board which meets when necessary to scrutinise and recommend potential members to the Board (including the CEO) and make recommendations for the role of President and Vice-President.

The Committee is authorised by the Board to seek any information it requires from any board member or employee of UKA in order to perform its duties.

Membership

The Committee shall consist of the following members:

- Chair of the Board of UKA
- Senior Independent Director (SID)
- Each of the independent Non-Executive Directors (INED) - the HCAF Nominated Directors shall not be members of the Nomination Committee

Chair of meeting and Quorum

The Committee will be chaired by the SID. In the absence of the SID, then an independent Non-Executive Director will deputise in their absence – this deputy shall be agreed by the other Committee members at the time of the meeting.

A meeting of the Committee will be quorate if attend by the Chair or the Senior Independent Director and at least two (2) independent Non-Executive Directors

The administration function of the Committee will be provided by the Head of HR supported by the Executive PA.

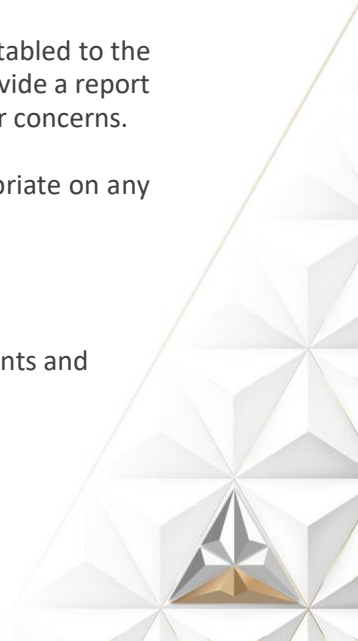
Reporting

Where reasonably possible, confidential minutes of each Committee Meeting will be tabled to the subsequent UK Board meeting and, where necessary, the chair of the meeting will provide a report to the UKA Board on any substantive matters of importance and any material issues or concerns.

The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

Responsibilities

- The Nomination Committee should lead the process for Board appointments and make recommendations to the Board;



- The Nomination Committee should lead the process for Board Succession, including the Chair and make recommendations to the Board;
- The Nomination Committee should lead the process for the appointment of the CEO, this would include a recommendation to the Board for remuneration levels at the time of appointment;
- The Nominations Committee should make recommendations for the appointment of the President and Vice-President in accordance with the UKA Election Regulations
- Plan for succession for both Executive and Non-Executive Directors as appropriate, to include the Chair of UKA;
- The re-appointment of any Non-Executive Director at the conclusion of their specified term of office as appropriate;
- Any matters relating to the continuation in office of any Director at any time;
- The Nomination Committee shall ensure together with the CEO that a full, and thorough induction is in place for new Board members.
- The Nominations Committee shall review and approve any changes to employee standard contractual terms and conditions - for example pension arrangements, standard annual leave days, standard full-time hours and standard death in service benefits.
- The Nominations Committee shall review and approve any structural or reward changes where the cumulative impact of the changes would be to increase overall salary costs by greater than £50k

Rights

The Committee:

- will bring together an interview panel for an appointment process consisting of other members of the Board or other external expertise/advisers or a UKA Member that can add value to the process, provided that;
 - the interview panel will be required to put forward their recommendations to the Nominations Committee for a decision to be made;
 - the panel should be no fewer than 3 in number and no more than 5 in number and should be set prior to the commencement of any process and should be chaired by either the Chair or the Senior Independent Director;
 - if an interview panel of more than 5 is deemed necessary then this should be approved by the Nominations Committee and notified to the Board in advance of the process commencing.
- may bring in members of the Executive Team or the wider sport in an informal way to help inform and provide specialist knowledge
- may procure specialist ad-hoc advice at the expense of the organisation, subject to budgets agreed by the Board.
- May bring in external expertise in an advisory capacity may be sought by the group at the discretion of the Committee chair

Meetings

The Committee will meet as required, with timings dictated by the UKA Board, Director registrations at Companies House, the Articles of Association or when a Board member steps down from their duties outside of their normal tenure. The Chair of the Committee may convene additional meetings as they deem necessary.

The Committee may ask any other officials of the organisation to attend to assist it with its discussions on any particular matter.

The Committee may ask any or all of those who normally attend but who are not members to withdraw to facilitate open and frank discussion of particular matters;

Notices of meetings shall contain information relating to venue, time, date and agenda. Papers to meetings shall be circulated at least one week before the date of the meeting.

Resolutions and voting

In forming recommendations to the Board, decisions of the Committee shall be taken by resolution and recorded in the minutes of the meeting at which such a resolution is passed.

Where a consensus cannot be agreed, the chair may request a vote on a show of hands, in which case each Committee Member in attendance shall have one vote.

Save where they have a personal interest, the chair of the meeting will have a casting vote. Where they have and have registered a personal interest, the casting vote will fall to the Senior Independent Director.

Terms of reference and committee effectiveness

The Committee's terms of reference will be approved by the Board these terms of reference will be reviewed at least annually by the Board and the Committee, and any changes considered necessary must be approved by the Board.

