



## Activity Alliance Nominations Committee Terms of Reference

### Core Duties

1. At all times act in the best interests of the organisation, as well as acting with inclusivity, integrity, in an ethical manner and in accordance with Activity Alliance's Conflict of Interest policy.
2. 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.
3. give full consideration to succession planning for Trustees and Executive (Chief and Deputy Chief Executives), in the course of its work, taking into account the challenges and opportunities facing Activity Alliance, and the skills and expertise needed in the Board and Executive in the future. The group will assist the Chair of Activity Alliance in the recruitment of the CEO.
4. keep under review the leadership needs of Activity Alliance, both executive and non-executive, with a view to ensuring its continued ability to fulfil its charitable objectives.
5. keep up to date and be fully informed about strategic issues affecting Activity Alliance.
6. be responsible for identifying and nominating for the approval of the Board, candidates to fill Board vacancies as and when they arise.
7. before any appointment is made by the Board, evaluate the balance of skills, knowledge, experience, and diversity on the Board.
8. for the appointment of the Activity Alliance Board Chair, the group should prepare a job specification, including the time commitment expected. The proposed candidate's other significant commitments should be disclosed to the Board before appointment. Any changes to the Chair's commitments should be reported to the Board as they arise.
9. prior to the appointment of an Activity Alliance Trustee, the proposed appointee should be required to disclose any other interests that may result in a conflict of interest and be required to report any future interests that could result in a conflict of interest.

10. review the results of the Board performance evaluation process that relate to the composition of the Board; and be responsible for developing the criteria for approving nominations for Activity Alliance Board Members nominated by Activity Alliance and ensuring that such approved nominations are forwarded to the Activity Alliance in accordance with the Activity Alliance Rules.
11. at least one member of the Nominations Group will be involved in the shortlisting process when recruiting new Board Members
12. a member of the Nominations Group will chair the selection panel through the interview process of new Board Members
13. a member of the Nominations Group will lead on the selection process for Member nominated Board Members
14. the committee meet sufficiently regularly, either in person or remotely, to discharge their duties effectively and maintain a proper record of their meetings and decisions.

The group shall also make recommendations to the Board concerning:

15. formulating strategic plans for succession for both the Executive and Trustees and in particular for the key roles of Chair and Chief Executive.
16. membership of any Board groups in consultation with the Chair of Board and the chair of those groups.
17. the re-appointment of any Trustee at the conclusion of their term of office having given due regard to their performance and ability to continue to contribute to the board in the light of the knowledge, skills and experience required.
18. any matters relating to the continuation in office of any Trustee at any time.

and

19. the appointment of any Trustee to the executive or other office.

## Membership

1. Nominations Committee shall be majority Independent Non-Executive Directors. Board may co-opt a member or members of staff as a member/s of Nominations Committee.
2. The group shall comprise of at least three Trustees one of whom shall be either the Chair or Vice Chair of the Board.
3. Only members of the group have the right to attend group meetings. However, other individuals such as the Executive and external advisers may be invited to attend for all or

part of any meeting, as and when appropriate and necessary. Only Trustees who are members of the Group may vote on matters put before the group for decision.

4. Trustee Appointments to the group are made by the Board and shall be for a period of up to three years, members of the group may be re-appointed to the group at the end of their three-year period but will not serve for longer than nine years in total, and provided the Trustee still meets the criteria for membership of the group.
5. The Board shall appoint the group chair. In the absence of the group chair and/or an appointed deputy, the remaining members present shall elect one of themselves to chair the Nominations Group 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 group when it is dealing with the matter of appointment of a successor to the Chair, the group shall be chaired by an Independent Non-Executive Director

## Quorum

1. The quorum necessary for the transaction of business shall be three. A duly convened meeting of the group at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the group. If a meeting lacks the necessary quorum, the Chair of the Nominations Committee should discuss any proposed recommendations arising from that non-quorate meeting with the Chair of the Board.

## Frequency of meetings

1. The group shall meet at least once a year and otherwise as required.

## Notice of meetings

1. Meetings of the group shall be called by the group chair.
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 group and any other person required to attend at no later than five working days before the date of the meeting. Supporting papers shall be sent to group members and to other attendees as appropriate, at the same time.

## Minutes of meetings

1. The chair shall minute the proceedings and resolutions of all group meetings, including the names of those in attendance.
2. Draft minutes/notes of group meetings shall be circulated to all members of the group and approved within 14 days of the meeting. Once approved, minutes might be circulated to all other members of the Board if requested/appropriate to do so.

## Reporting responsibilities

1. The group chair shall report to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.
2. The group shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

## Date approved by the Board:

13 September 2023

## Date of next review: