



**Terms of Reference for the
Nominations Committee
for
British Equestrian Federation (BEF)**

Approval

Approved by (role)	Name	Board/ Executive	Date	Date For Review
Board Chair	Joanne Shaw	Board	18/10/17	17/10/18

Terms of Reference for the Nominations Committee

1. Purpose of the Nominations Committee

The purpose of the Committee is to:

- Lead on the process for all Board appointments;
- Ensure that the skills, experience, independence, knowledge and diversity of the Board remain fit for purpose;
- Be responsible for the Board evaluation processes, both internal and external; and
- Give full consideration to succession planning for directors in the course of its work, taking into account the challenges and opportunities facing the BEF, and the skills and expertise needed on the Board in the future.

2. Authority and Accountability

The authority of the Committee is established by the Board. It reports to the Board.

3. Membership

The Committee shall comprise:

- the Board Chair who shall chair the Committee (except in the case when the Nominations Committee is tasked to recruit a new Board Chair, in which case the Nominations Committee shall be chaired by the Senior Independent Director for the purposes of that appointment and the Board Chair shall not sit on the committee for the purposes of that appointment);
- two Independent Directors;
- one Nominated Director; and
- one Elected Director,

provided always that the Nominations Committee may co-opt an independent individual with extensive experience in a relevant sporting sector on an ad hoc basis to assist the Nominations Committee.

3.1 Appointments to the Committee are made by the Board and shall be for a period of up to four years, which may be extended for a further period of up to four years, provided the director still meets the criteria for membership of the Committee.

3.2 The Head of Secretariat or their nominee shall act as the Secretary of the Committee.

4. Duties

4.1 The duties of the Committee shall be:

- To regularly 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.
- To give full consideration to succession planning for directors in the course of its work, taking into account the challenges and opportunities facing the BEF, and the skills and expertise needed on the Board in the future.

- To formulate plans for succession for directors and in particular for the role of chairman of the Board.
- To be responsible for the processes involved in recruiting, identifying, assessing appointability and nominating candidates to fill board vacancies as and when they arise in accordance with the provisions of the Articles of Association of the BEF.
- Before any appointment is made by the Board, to evaluate the balance of skills, knowledge, experience and diversity on the Board, and, in the light of this evaluation, prepare a description of the role and capabilities required for a particular appointment. In identifying suitable candidates in relation to the Board Chair or independent non-executive directors the committee shall use an open and transparent recruitment process, publicising the terms of reference in respect of the vacancies and/or using the services of external advisers to facilitate the search.
- To consider candidates for appointment to the Board from a wide range of backgrounds.
- To consider candidates on merit and against objective criteria and with due regard for the benefits of diversity on the Board taking care that appointees have enough time available to devote to the position.
- For the appointment of directors and chairman of the Board, to prepare relevant role descriptions, including the time commitment expected.
- To be responsible for ensuring that internal Board evaluation take place on an annual basis and that external evaluations take place at least once every four years.
- To review the results of the Board performance evaluation process that relate to the composition of the Board and ensure that any actions recommended as a result of the internal and external evaluations are undertaken in a timely manner.
- To review annually the time required from non-executive directors. Performance evaluation should be used to assess whether the nonexecutive directors are spending enough time to fulfil their duties.
- To work and liaise as necessary with all other Board committees.

5. Procedure

5.1 The committee shall meet at least once a year and otherwise as required.

5.3 Meetings of the committee shall be called by the Secretary of the Committee at the request of the Committee Chairman. 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 Committee, and any other person required to attend, by email no later than twenty four hours before the meeting. Supporting papers shall be sent to Committee members and to other attendees as appropriate, at the same time.

5.4 Attendance of non-members of the Committee shall be by invitation only.

- 5.5 The quorum necessary for the transaction of business shall be five members of the Committee provided always that there shall be a majority of independent directors. A duly convened meeting of the Committee 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 Committee
- 5.6 A person may participate in a meeting of the Committee by telephone, video conferencing, or other similar equipment provided that throughout the meeting all persons participating in the meeting are able to communicate interactively and simultaneously with all other parties participating in the meeting. A person participating in a meeting in this manner shall be deemed present in person at the meeting.
- 5.7 In the absence of the Committee Chair, the remaining members present shall elect one of themselves to chair the meeting.
- 5.8 The Secretary shall minute the proceedings and decisions of all meetings of the committee, including recording the names of those present and in attendance.
- 5.9 Draft minutes of Committee meetings shall be circulated promptly to all members of the Committee.