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Terms of Reference (TOR 001)

BTF Nominations Committee

**September 2023**



# Introduction

The Nominations Committee is a committee of the British Triathlon Board (the Board) which meets when necessary to scrutinise and recommend potential members to the Board. In doing so, the Committee will seek to build a Board with the appropriate balance of skills, experience, diversity, independence and knowledge.

These Terms of Reference are subject to the provisions of the Articles of Association of The British Triathlon Federation from time to time (the Articles). In the event of any conflict, the provisions of the Articles shall prevail.

# British Triathlon Values

The Committee shall at all times act in a manner which encapsulates the British Triathlon values:

**We Are People Centred:** We openly support & challenge each other, we are customer focused, we nurture communities.

**We Are Ambitious:** We are dynamic, we are innovative and creative, we are passionate about doing our best, we create positive impact.

**We Are Inclusive:** We remove barriers to involvement, we connect people, we have fun, we work in partnership.

**We Do What’s Right**: We are honest and respectful, we practice clean sport, we are accountable.

# Strategic alignment

The Committee is aligned to the following enabling goals:

* Exceptional People
* Strong Organisation

# Membership

The Committee shall consist of three (3) members appointed by the Board including:

* Chair of the Board\*
* Two Independent Non-Executive Directors

A majority of the membership shall be Independent Non-Executive Directors.

The Committee will be chaired by the Chair of the Board\*. In the absence of the Chair of the Board, the Committee may nominate another Non-Executive Board Member to deputise in their absence.

Additional and external expertise in an advisory capacity may be sought by the group at the discretion of the chair of the meeting.

\*Where the Nominations Committee has been formed to scrutinise and recommend a new Chair of the Board, the current Chair of the Board will not form part of the Nominations Committee. The Committee will select an Independent Director to act as chair of the Committee, and the third member of the Committee will be a Home Nations Representative, to be selected by and to represent the interests of all the Home Nations.

The secretariat function will be provided by the chair of the meeting.

# Responsibilities

Responsibilities of the Committee include:

* leading a formal, inclusive, rigorous and transparent process for Board appointments that is competence based; and
* making recommendations to the Board based on merit, in line with the skills and diversity required of the Board.

# Rights

The Committee may:

* bring together an interview panel with an appropriate mix of capabilities, experience, and independence;
* procure specialist ad-hoc advice at the expense of the organisation, subject to budgets agreed by the Board;
* seek any information it requires from any Board member or employee of British Triathlon in order to perform its duties.

# Reporting

Minutes of each Committee Meeting will be tabled to the subsequent Board meeting and, where necessary, the chair of the Committee will provide a report to the 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.

The chair of the meeting will ensure a copy of the minutes is retained online in the designated area for such purpose.

# Quorum

A minimum of three members of the Committee must be present for the meeting to be deemed quorate.

# Meetings

The Committee will meet as required, with timings dictated by Board member term dates 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 British Triathlon 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.

Meetings may be physically in person or using electronic means (such as teleconferencing or videoconferencing). The Committee may also, where necessary, deal with its business by email or other means of written electronic communication.

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 of the meeting may request a vote on a show of hands, in which case each Committee Member shall have one vote. In the case of an equality of votes, the resolution being voted on shall not be passed (and, for the avoidance of doubt, on an equality of votes the chair of the meeting shall have no second or casting vote).

# Terms of reference and Committee effectiveness

The Committee’s terms of reference and effectiveness will be reviewed at least every two years by the Board and the Committee, and any changes considered necessary must be approved by the Board.

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