



# NOMINATIONS COMMITTEE

Terms of Reference

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# Introduction

In accordance with the statutes for the Chartered Institute for the Management of Sport and Physical Activity (CIMSPA), the Nominations Committee will exercise powers on behalf of CIMSPA and the Board of Trustees under the following Terms of Reference.

## Purpose

The purpose of the Nominations Committee is to oversee the recruitment of high-performing individuals to CIMSPA's Board of Trustees, and to the Chief Executive Officer (CEO) role, whilst ensuring appropriate succession controls are in place. The Nominations Committee Terms of Reference are agreed by the CIMSPA Board of Trustees who delegate authority to the Nominations Committee to undertake work relating to the recommendations for appointments for Board trustees, and the CEO role. The Nominations Committee has no executive powers other than those specifically delegated in these Terms of Reference.

## Scope

The Nominations Committee is responsible for reviewing the size and composition (including the skills, knowledge, experience and diversity) of the Board of Trustees, for evaluating the Board of Trustees' skills against the skills matrix and for making recommendations for future recruitment. They are the responsible body for ensuring appropriate procedures are in place for the evaluation and succession planning of CIMSPA's Board of Trustees, and the CEO. The scope of the Nominations Committee includes:

- To review, evaluate and make recommendations on:
  - The skills required of Board trustees
  - Gaps in skill requirements
  - Gender parity
  - A diverse and experienced Board of Trustees
  - A Board trustee succession plan
  - A CEO succession plan
- To undertake Board trustee and CEO recruitment processes
- To make recommendations to the Board of Trustees on Board trustee and CEO appointments.

## Role and Responsibilities

The Nominations Committee role is to:

- Regularly review the structure, size and composition (including the skills, knowledge, experience and diversity) of the Board of Trustees and make recommendations to the Board of Trustees regarding any changes.
- Give full consideration to succession planning for Board trustees and the CEO in the course of its work, taking into account the challenges and opportunities facing CIMSPA, and the skills and expertise needed on the Board of Trustees in the future.
- Keep under review the leadership needs of CIMSPA, both executive and non-executive, with a view to ensuring the continued ability of the organisation to compete effectively in the marketplace.
- Keep up to date and fully informed about strategic issues and commercial changes affecting CIMSPA and the market in which it operates.
- Be responsible for identifying and nominating for the approval of the Board of Trustees, candidates to fill Board trustee and CEO vacancies as and when they arise.
- Inform and permit observation from Sport England of appointment processes being carried out by the CIMSPA in relation to:
  - Board trustees
  - CEO
- Before any appointment is made by the Board of Trustees, evaluate the balance of skills, knowledge, experience and diversity on the Board of Trustees and, in the light of this evaluation, prepare a description of the role and capabilities required for a particular appointment.
- In identifying suitable candidates, the Nominations Committee shall implement the following:
  - Advertisements for Appointed trustee vacancies and the CEO role will be made publicly available and openly advertised.
  - Consideration of candidates from a wide range of backgrounds.
  - Consideration of candidates on merit and against objective criteria and with due regard for the benefits of diversity and sector representation taking care that appointees have enough time available to devote to the position.
- Manage the diversity of the Board of Trustees in line with recommendations of best practice and exemplar governance to ensure the CIMSPA's Board of Trustees reflects the diverse nature of the sector and the membership it serves.
  - Produce an annual action plan and update on achieving the diversity targets set by the Board of Trustees for recruitment and Board composition.
- For the appointment of a Chair, the committee should prepare a job specification, including the time commitment expected. A proposed Chair's other significant commitments should be disclosed to the Board of Trustees before appointment and any changes to the Chair's commitments should be reported to the Board of Trustees as they arise.
- Ensure that, prior to the appointment of a Board Trustee or Chief Executive, the proposed appointee discloses any existing or future business interests that may result in a conflict of interest.
- Ensure that on appointment to the Board of Trustees, non-executive trustees receive a formal letter of appointment setting out clearly what is expected of them in terms of time commitment, committee service and involvement outside of Board meetings.



- Review the results of the Board performance evaluation process that relate to the composition of the Board of Trustees.
- Review annually the time required from non-executive trustees.
- Performance evaluation should be used to assess whether the non-executive trustees are spending enough time to fulfil their duties.
- Work and liaise as necessary with all other Board sub-committees.

The Nominations Committee shall make recommendations to the Board of Trustees for:

- Formulating plans for succession for both executive and non-executive trustees and in particular for the key roles of Chair and CEO.
- Suitable candidates for the role of Senior Independent Trustee.
- The re-appointment of any non-executive trustee at the conclusion of their specified term of office, having given due regard to their performance and ability to continue to contribute to the Board of Trustees in the light of knowledge, skills and experience required and in accordance with the Board of Trustees' Terms of Reference (with respect to tenure, elapse and co-opting).
- The election, re-election, and retirement of Elected Trustees by CIMSPA members under the CIMSPA charter and statutes.
- Any matters relating to the continuation in office of any Board trustee at any time including the suspension or termination of service of an executive trustee as an employee of CIMSPA, subject to the provisions of the law and their service contract.
- The appointment of any trustee to executive or other office.

## Membership

CIMSPA's Board of Trustees aims to ensure that fellow trustees, sub-committee members and CIMSPA's employees are representative of all sections of the society that they serve. CIMSPA welcomes and embraces the different perspectives, backgrounds, and cultures individuals bring to the organisation and is committed to ensuring its operation reflects this, through inclusive practices that positively promote respect, equal opportunities for all and dignity.

The Nominations Committee will consist of:

- The Chair of CIMSPA's Board of Trustees (except for when the recruitment of the Chair is taking place, in this instance the Chair will be replaced by the Senior Independent Trustee (SIT)).
  - The Chair of the Board of Trustees will also act as the Chair of the Nominations Committee.
- Two non-executive trustees (excluding CIMSPA's Board of Trustees Chair), at least one of whom must be Independent
- Independent person recruited for skills, knowledge, and experience.



# Tenure and Elapse

CIMSPA's Nominations Committee members are eligible to stand as a Committee member for a term of up to three years. After the first year of the initial term, their position will be reviewed in accordance with the skills matrix, committee composition and committee diversity. At this point, the committee member may continue in their position for a further two years, with annual reviews and CPD governing their tenure to complete their initial three year term. A maximum of three terms of three years may be served, following this format.

Once a committee member has completed their maximum term, at least four years must elapse before they are eligible to stand as a member on any committee for CIMSPA.

## Quorum

The quorum necessary for the transaction of business shall be three members, where a majority of independent non-executive trustees is achieved.

## Meetings

The Nominations Committee shall meet four times per year, on a quarterly basis, with additional meetings scheduled on a demand led basis. Where it is not possible or practicable to hold meetings at SportPark, Loughborough, meetings will be facilitated by electronic means or held at an alternative venue

Only members of the Nominations Committee have the right to attend Nominations Committee meetings. However, CIMSPA Senior Leadership Team members may be invited to attend meetings of the Nominations Committee on a regular basis and other non-members or trustees may be invited by the Chair to attend all or part of any meeting as and when appropriate and necessary.

A minimum of 21 days written notice shall be given to every member of each meeting.

Papers for the Nominations Committee meeting will be circulated not less than five working days before each meeting.

The minutes of each Nominations Committee meeting shall be made available to the committee at the earliest convenience.

The minutes of each Nominations Committee meeting shall be made available to the CIMSPA Board of Trustees on request. The Nominations Committee will report to the Board of Trustees on its duties and responsibilities following each committee meeting.



# Additional Information

If the Chair of the Nominations Committee is unable to attend or is not present at the start of a meeting, the meeting shall elect a Chair for the duration of the meeting.

In exceptional circumstances the Nominations Committee may co-opt an individual onto the Nominations Committee to ensure that it has the required skills or experience to meet the needs of the sub-committee, the Board and the wider organisation. Co-opted committee members will still be required to undergo an interview process prior to appointment.

Outside of the formal meeting programme, the Nominations Committee Chair will maintain a dialogue with key individuals involved in the company's governance, including the CEO, and Head of Governance and Compliance.

CIMSPA's staff team will provide secretariat to the Nominations Committee meetings and will record all minutes of meetings, actions, decisions made and changes to policy and procedures on behalf of the Committee. The Chair of the Nominations Committee will review draft documents and approve for circulation to Nominations Committee members and public facing copies (where applicable).

The Nominations Committee shall:

- Have access to sufficient resources in order to carry out its duties, including access to a secretariat for assistance as required.
- Be provided with appropriate and timely training, both in the form of an induction programme for new members and on an ongoing basis for all members.
- Give due consideration to laws and regulations, Board of Trustees Terms of Reference, Board Members' Code of Conduct and the requirements of the UK Listing Authority's Listing, Prospectus, Disclosure and Transparency Rules and any other applicable rules, as appropriate.
- Arrange for periodic reviews of its own performance and, review its terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board of Trustees for approval.

## Review

The Nominations Committee Terms of Reference will be reviewed by the Board of Trustees in February 2026 unless changes in policy, governance or other circumstances require a review prior to this date. They will then be reviewed biennially in accordance with the Board of Trustees' annual plan.





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