



NOMINATIONS COMMITTEE

TERMS OF REFERENCE

1. PURPOSE/OBJECTIVES:-

- 1.1 The Nominations Committee (the 'Committee') is established by the Board of Directors (the 'Board') of British Gymnastics (the 'Company') to make recommendations to the BG Board regarding the composition of the BG Board and the membership of BG Board Standing Committees.

2. DUTIES & RESPONSIBILITIES

- 2.1 The primary duties and responsibilities of the Committee include:

- Regularly review the structure, size effectiveness and composition of the Board and make recommendations to the Board with regard to any changes that are deemed necessary;
- Prepare a description of the role and capabilities required for a particular appointment;
- Give consideration to succession planning for Directors and other senior Executives;
- Keep under review the leadership needs of the organisation, both Executive and Non-Executive, with a view to ensuring the continued ability of the organisation to compete effectively in the marketplace;
- Be responsible for identifying and nominating, for the Board's approval, candidates to fill Board vacancies as and when they arise;
- Assess and articulate the time needed to fulfil the role of Chairman and Non-Executive Director;
- Before any appointment is made by the Board, evaluate the balance of skills, knowledge and experience on the Board and, in the light of this evaluation, prepare a description of the role and capabilities required for a particular appointment;
- Review annually the time required from Non-Executive Directors. Performance Evaluation should be used to assess whether the Non-Executive Directors are spending enough time to fulfil their duties;
- Ensure on appointment that a candidate has sufficient time to undertake the role and review his or her commitments;
- Ensure that the CEO on behalf of the Board has formally written to any appointees, detailing the role and time commitments and proposing an Induction Plan produced in conjunction with the Chairman;

- 2.2 The Committee shall also make Recommendations to the Board concerning:

- The appointment of any Director to an Executive or other office, other than to the positions of Chairman and Chief Executive, the Recommendation for which would be considered at a meeting of all the Directors;

- The re-appointment of any Non-Executive Director 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 in light of their knowledge, skills and experience required;
- Any matters relating to the continuation in office of any Director at any time, including the suspension or termination of service of an Executive Director as an employee of the Company, subject to the provisions of the law and their Service Contract; and
- The membership and Chairmanship of all Board sub-committee.

3. COMPOSITION OF THE COMMITTEE

- 3.1 The Board is responsible for the appointment of members to the Nominations Committee, for setting the term of members' appointments and for the revocation of any such appointments.
- 3.2 The Nominations Committee shall comprise of the following personnel:
- BG Chairman (Chair)
 - Non-Executive Director x3
 - Executive Director
- 3.3 Only members of the Committee have the right to attend committee meetings. However other individuals may be invited to attend for all or part of any meeting as and when appropriate at the approval of the Chair.
- 3.4 The Chairman of the Board shall not chair the Committee when it is dealing with the matter of succession to the Chairmanship.
- 3.5 The Chairman of the Board shall effectively manage any Conflicts of Interest.

4. MEETINGS

- 4.1 The Nominations Committee shall meet at such times as the Chairman of the Committee shall require.
- 4.2 The agenda will be agreed by the Chair and distributed prior to each meeting.
- 4.3 The Committee Chair will present a report to the Board following each meeting on all matters within its duties and responsibilities.

5. OTHER

- 5.1 The Chairman of the Committee shall be available to answer questions at the Annual General Meeting on the Committee's activities.