



SNOWSPORT ENGLAND LIMITED (SSE) NOMINATION COMMITTEE TERMS OF REFERENCE

1. CONTEXT & PURPOSE

- 1.1 A Nomination Committee has been instructed to execute and manage a formal rigorous, objective and transparent nominations process to ensure the selection of new non-executive Board Director(s), who meets the SSE Board Member Role Description.
- 1.2 The target date is to have new Board Member(s) voted in at a Board Meeting in **[MONTH]**.

2. MEMBERSHIP

- 2.1 The Nomination Committee is to be made up of the current members of the Board:
- Tim Fawke, SSE CEO
 - Jamie Horner, SSE Chairman
 - **[PLEASE COMPLETE AS REQUIRED]**
- 2.2 The Chairman of the Nomination Committee shall be Jamie Horner. In the absence of the Committee chairman, the remaining members present elect one of their number to chair the meeting.
- 2.3 **[INSERT NAME]** will act as Secretary of the Nomination Committee.
- 2.4 In addition to current Board Members, external members may be recruited onto the Nominations Committee to provide an external, objective perspective and expertise.

3. VOTING RIGHTS

- 3.1 All members Nomination Committee hold voting rights. Voting members have one vote each. In the event of a decision deadlock, **[INSERT NAME]** will/will not have a casting vote.
- 3.2 **[INSERT/DELETE NAME IF APPROPRIATE]** are non-voting members.
- 3.3 Decisions of the Nomination Committee shall be made by majority vote and shall be made with the full Nomination Committee present.

MEETING PROCESSES

- 3.4 It is anticipated that the Nomination Committee meetings will be as follows:

[INSERT MONTH]: Review and sign-off of new Board Director Role Descriptions. This is likely to be done remotely via email and teleconference.

[INSERT MONTH]: Meeting to review CV's and identify Board Director Candidates for interview

If there is a significant volume of candidates to be short-listed for interview, the Nomination Committee may determine to pre-screen via telephone interviews.

[INSERT MONTH]: prospective Board Director Interviews.
Timing and dates for these to be advised based on number of prospective candidates and candidate availability. The goal is to conduct these by scheduling interviews on the



same day, where possible. In principle, each candidate will be invited to one interview. The Nomination Committee will determine if additional interviews or follow-up is required.

- 3.5 Additional meetings of the Nomination Committee can be called by the Secretary at a reasonable request of any of its Members.
- 3.6 Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed and all relevant supporting papers, will be circulated to each member of the Committee and any other person required to attend, no later than three working days before the date of the meeting.
- 3.7 The quorum necessary for meetings of the Nomination Committee shall be four members, excluding the Secretary.

4. **MEETING MINUTES**

- 4.1 The Secretary shall minute the proceedings and resolutions of all meetings of the Nomination Committee, including recording the names of those in attendance. Minutes of meetings shall be circulated promptly to all members of the Nomination Committee.

5. **DUTIES OF THE NOMINATION COMMITTEE**

- The Nomination Committee will carry out the duties below for SSE:
- 5.1 To execute and manage a formal rigorous, objective and transparent nominations process to ensure a strong and diverse shortlist of candidates, who meet the SSE Board Member Role Descriptions are taken forward to interview stage and strongest most appropriate member selected.
 - 5.2 The SSE Board members to be recruited encompasses Non-Executive Directors.
 - 5.3 The Nomination Committee is to ensure that the recruited Non-Executive Directors and the Chair of the Board have staggered tenures; this is to safeguard against having SSE Board Members' tenures coming to an end at the same time.
 - 5.4 In identifying suitable shortlist of candidates, the Nomination Committee all:
 - 5.4.1 consider candidates from a wide range of backgrounds and expertise; and
 - 5.4.2 consider candidates on merit and against objective criteria as defined in the Role Descriptions and with due regard for the benefits of diversity on the Board, including gender & background, taking care that appointees have enough time available to devote to the position.
 - 5.5 Ensure that on appointment to the Board, new Non-Executive Directors receive a formal letter of appointment setting out clearly what is expected of them in terms of time commitment, service and involvement inside and outside Board meetings.

6. **OTHER MATTERS**

The Committee shall:



- 6.1 Give due consideration to laws and regulations, the provisions of the UK Sport Governance Code and any other applicable rules, as appropriate.

7. **AUTHORITY**

The Nominations Committee is authorised:

- 7.1 To seek any information it requires from any employee of SSE and Sport England in order to perform its duties; and
- 7.2 In connection with its duties, to obtain, at SSE's expense, outside legal or other professional advice – these expenses must be signed off by SSE CEO.