

Area Nomination and Remuneration Committee

Terms of Reference

Purpose

1. The Area Nomination and Remuneration Committee (the Committee) is a committee of the Area Board and will
 - a. lead the process for Board successions and make recommendations to the Board
 - b. ensure open and democratic elections of the Directors, Committee chairs and member representatives consistent with the Company's objectives in particular by upholding the principles of equality of opportunity and prevention of unlawful discrimination
 - c. ensure that any recruitment process or appointment shall be carried out in an open transparent, fair and proper manner having regard to any guidance on National Governing Board governance issued from time to time by UK Sport and Sport England
 - d. oversee the processes relating to the election, appointment, including terms of the appointment and remuneration of all postholders and Lead Committee Chairs and members of committees, sub-committees and working groups.
 - e. Lead the process to relating to nominations for President, Vice President and Non-Executive Directors of England Hockey and make recommendations to the Board.

All decisions of the Committee are subject to the Board's approval.

Aims

2. To oversee and deliver all aspects of Area recruitment and appointment

3. Responsibilities

- a. To supervise and scrutinise the process for the election of Directors and other Postholders required to be elected by the Company in or prior to a General Meeting, and, if thought fit, to endorse individuals proposed for election;
- b. No individual can be elected to be, at the same time, a Director and the Chair of or Member representative on a Lead Committee
- c. to make recommendations to the Board concerning the appointment of the Secretary (if required), the Independent Scrutineer, and such other individuals for posts that the Board may require, and the terms, including remuneration, upon which they should be recruited and engaged together with the power for the Directors to dismiss that individual
- d. so far as practical the individuals to be proposed for election should include individuals with sufficient experience and expertise to fulfil the roles which it is anticipated they could be elected to fulfil;
- e. ensure the election process complies with any relevant requirements of the Code issued from time to time by Sport England and is open transparent and fair.
- f. to authorise the relevant Lead Committee chair to execute the contract with the individual to be appointed
- g. to ensure that the appointment process complies with any relevant requirements of the Code and issued from time to time by Sport England and is open transparent and fair.
- h. to develop a succession plan for all Director and Chair appointments and ensure that there is a process for Board and Lead Committee succession and to make recommendations to the Board in this regard.
- i. to develop and then implement an appointment process for all Directors and Chairs

- j. to develop and implement an induction process for all new Directors and Chairs and make such recommendations as it thinks fit
- k. To develop and supervise the Area nomination process for the election of President or Vice President of England Hockey in accordance with the England Hockey Articles of Association and make recommendations to the Board.
- l. To develop and supervise the Area nomination process for the election of Member Elected Non- Executive Director of England Hockey in accordance with the England Hockey Articles of Association and make recommendations to the Board.

Membership

4. The membership of the Committee will be as follows;

- a. The Chair or the Vice-Chair of the Board, unless the subject matter of a particular meeting requires another individual to be chair, in which case the remaining members shall appoint a chair from the members present at the particular meeting;
- b. The Area Finance Director and/or the Area Governance Director
- c. An individual appointed by the chairs of the Lead Committees;
- d. One individual appointed by England Hockey;
- e. One other person appointed for the purpose by the Board, shall attend meetings of the N&R Committee and keep a comprehensive record of its processes and deliberations

Meetings

5.

- a. No meeting shall be quorate unless 75 % of members entitled to vote attend.
- b. The frequency of the meetings will be decided by the work in progress save meetings should take place not less than once in every quarter of a calendar year.
- c. A meeting of the Committee may be called at any time by the Board and must be convened within 28 days of a written request from at least 3 members of the Committee.
- d. **Agenda.** The agenda, with attached meeting papers, will be distributed at least two working days prior to the next scheduled meeting.
- e. Decisions will be made by simple majority at a meeting. If there is no majority, the Chair will have the casting vote. The eligible committee members may agree a resolution in writing circulated between the committee members by email in accordance with regulation 28.2 of the Area Regulations January 2022.
- f. Full copies of these decisions and minutes, including attachments, will be provided to all Committee members no later than five working days following each meeting and stored in accordance with company policy.

Reporting

6.

All meeting minutes, Actions, decisions and documentation will be made available electronically.

Review

7.

The composition and the effectiveness of the Committee will be reviewed by the Board. No amendments to this Terms of Reference can be made without reference to the Areas Standing Committee