

Nominations Committee Terms of Reference

1. Authority/Reporting/Decision Making Powers

The Nominations Committee (Committee) is appointed by the Board and will be governed by and conduct its business in accordance with these terms of reference and any standing orders issued by the Board from time to time, and otherwise in accordance with the provisions of the Articles that regulate the meetings and proceedings of the Board.

The Committee is responsible directly to the Board, and reports to the Board. The Committee operates with the delegated authority of the Board, but all of its decisions and recommendations must be put before the Board for review and approval.

Unless stated otherwise, defined terms in these terms of reference are as set out in the Articles of the British Wrestling Association

2. Remit / Purpose

The Committee is established to take delegated responsibility on behalf of the Board for:

- a) Leading the process for Board and CEO appointments and make subsequent recommendations to the Board
 - In respect of Board appointments, the Committee is responsible for evaluating the Board's current capability against the agreed skills matrix giving full consideration to succession planning and the leadership, governance and skills needs of the organisation.
 - In light of this evaluation, the Committee is responsible for agreeing a description of the roles and capabilities required for a particular appointment.
 - The Committee is responsible for ensuring the appointment of the Chair and independent non-executive directors is via an open, publicly advertised recruitment process and follows the BWA Recruitment Policy
- b) Informing UK Sport / Sport England, as appropriate, of any appointment process being carried out in relation to:
 - (A) any directors; and
 - (B) the chief executive officer;
- c) Making recommendations to the Board on Standing Committee Chairs;
- d) Making recommendations to the Board on any other key Board appointments
- e) Ensuring that the Board's Diversity Statement and associated targets are fully and appropriately taken into account in all appointment processes, including ensuring that
 - An equality statement is included in all vacancies and election announcements.
 - Any recruitment services commissioned by the BWA is requested to source a diverse set of candidates for any position.
 - Independent Director vacancies are advertised in places likely to attract the attention of a diverse set of potential candidates.
 - Including within the appointment papers circulated to the interviewing panel, a statement which re-states the diversity targets of the Board and provides information

as to whether the results of the appointments could cause the Board of the BWA to fail to meet any minimum diversity requirements for public funding as laid out by the Sport Governance Code.

- f) Ensuring no individual shall be appointed as a director until he or she has provided to the organisation a declaration of good character.

3. Composition/Membership

- a) The Committee is a sub-committee of the Board and as such shall be comprised solely of Directors of the Board.
- b) A majority of the nomination committee shall be independent non-executive directors and it shall be chaired by the Chair except when it is dealing with the appointment of a successor to the Chair, where it shall be chaired by an independent non-executive director.
- c) The Nominations Committee shall comprise the Independent non-executive BWA Chair, at least one other Independent non-executive Director and
- d) The Independent non-Executive Director will be the Board appointed Senior Independent Director (SID).
- e) When considering matters relating to the Chair, the Chair must absent him/her self from the committee and the meeting will be chaired by the SID.
- f) The Chief Executive shall attend the meetings.
- g) No person other than the members of the Committee is entitled to be present at meetings but non-members may be invited by the Committee to attend.
- h) Current Membership
 - a. Independent Non-Executive BWA Chair
 - b. 1 Independent Non-Executive Director (the SID)
 - c. 1 Home Nations appointed Director
 - d. The Chief Executive

4. Meetings/Regularity

The Committee will meet on an “as need basis”. All Committee meetings are convened by the Chair.

5. Quorum

The quorum for meetings of the Committee shall be three members and no meeting of the Committee shall be quorate unless the majority of the members present are independent Non-Executive Directors.