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| BOARD APPROVAL: | AUG 18 |
| CURRENT REVIEW: | AUG 18 |
| NEXT REVIEW: | AUG 20 |

**TERMS OF REFERENCE FOR THE GBWR NOMINATIONS COMMITTEE &
 THE GBWR ELECTIONS REGULATIONS FOR ELECTED DIRECTORS**

1. Introduction

1.1. These Terms of Reference for the GBWR Nominations Committee and the GBWR Elections Regulations for Elected Directors have been adopted by the Board of Directors of Great Britain Wheelchair Rugby Ltd ("GBWR" or "the Company" or "the Charity") in order to put into effect the following Articles of the Company's 21 November 2017 Articles of Association:

- ***19.2 The Board (or any sub-committee to whom it delegates its powers in accordance with Article 8) shall have the power to make, vary and revoke Regulations for the better administration of the Charity including (without limitation):***
 - *19.2.1 regulations for the nomination (by the Board) and election (by the Voting Members) of Elected Directors in accordance with Article 26;*
 - *19.2.3 terms of reference as to the function, role and operation of committees to assist the Board in the better administration of the Charity*
- ***20.1 The number of Directors shall be not less than six and shall be subject to a maximum of 12.***
- ***20.2 The members of the Board shall be:***
 - *20.2.1 the Chief Executive ex officio,*
 - *20.2.2 the Chair, who shall be appointed by the Board on the basis of his skills and experience through an openly advertised recruitment process,*
 - *20.2.3 up to seven (or such lower number as the Board shall from time to time decide) Elected Directors,*
 - *20.2.4 up to four (or such lower number as the Board shall from time to time decide) Independent¹ Non Executive Directors, who shall be appointed by the Board on the*

¹ For the purposes of these Terms of Reference and Election Regulations, 'Independent' means someone who is free from any close connection to GBWR and who, from the perspective of an objective outsider, would be viewed as independent. Alongside a specific skill set or experience, these individuals should bring a dispassionate objectivity to the Board that a close connection to the NGB (e.g. active involvement in its affairs or a fiduciary interest) through regional or national representation, or other interests, cannot provide. Often, but not always, independents will be non-members though they may also be members simply because they play the sport.



basis of their skills and experience through an openly advertised recruitment process, and

- *20.2.5 up to two other persons (if any) as the Board may from time to time in its sole discretion co-opt to the Board on the basis of their skills and experience, and such co-opted Directors shall be entitled to vote at the meetings of the Board and their term of co-option shall not usually exceed one year,*

provided that the total number of Directors at any one time shall not exceed the maximum number fixed by these Articles.

- *20.3 The Board shall use reasonable endeavours to ensure that at any time:*
 - *20.3.1 at least 30% of the members of the Board shall be women,*
 - *20.3.2 at least 30% of the members of the Board shall be men,*
 - *20.3.3 at least 25% of the members of the Board shall be Independent Non Executive Directors, and*
 - *20.3.4 at least 25% of the members of the Board shall have relevant skills and experience as past or present participants in the Sport.*
- *21.1 Subject to Article 27, each Director shall serve for a three year term from the AGM at which he is appointed or elected to the AGM in the third year after his appointment or election but shall be eligible for re-appointment or re-election for up to two further terms of three years. Those Directors who have reached the end of their current terms of offices must retire from office at each AGM.*
- *26.1 The Board shall nominate individuals to be Elected Directors in accordance with the Election Regulations.*
- *26.2 Elected Directors shall be elected at the AGM in accordance with the Election Regulations, or otherwise as the Board may direct.*
- *27. A casual vacancy arising among the offices of Chief Executive, Chair, Vice-Chair or an Elected Director, shall be filled by the Board provided always that the person appointed to fill the vacancy shall hold office until such time as the person he replaced was due to retire but shall be eligible for re-election or re-appointment (as the case may be) in accordance with these Articles.*

2. Nominations Process

- 2.1. The Board shall set up a Nominations Committee to undertake the selection and nomination of suitable candidates to be proposed:

Examples of a "close connection" include: persons who are or have within the last four years been actively involved in the organisation's affairs (e.g. as a representative of a specific interest group within GBWR, such as a sporting discipline, a region or a home country; persons who are or have within the last four years been an employee of GBWR; persons who have close family ties with any of GBWR's directors/trustees or senior employees.)



- to the Board for appointment, or re-appointment, as Chair or as Independent Non-Executive Directors; and
- to each GBWR Annual General Meeting (AGM) for election, or re-election, by the Voting Members as Elected Directors;

to fill vacancies on the Board.

2.2. The Nominations Committee shall have a majority of Independent² Non-Executive Directors and, unless decided otherwise by the Board, consist of:

- The GBWR Chair (or, if unavailable, the Vice Chair);
- 1 GBWR Director with relevant knowledge and experience of the sport; and
- 2 GBWR Directors who are independent non-executives.

2.3. The Nominations Committee and the Chief Executive Officer (CEO) shall work together in carrying out the tasks throughout the Nominations Process.

2.4. In identifying the Board vacancies to be filled at each AGM, the Nominations Committee shall:

- observe the limits on terms of office set out in Article 21.1
- observe the minimum four year "stand down" period, as required by the Code for Sports Governance, between maximum consecutive terms of office;
- adhere to any board elections timetable agreed by the Board
- take account of any existing Director, who is due to retire under Article 21 and who has signalled a wish to stand for either re-appointment or re-election (as the case may be) to the Board; and
- take account of any Director, appointed to fill a casual vacancy under Article 27, who has signalled a wish to stand for either re-appointment or re-election (as the case may be) to the Board;

2.5. In advertising for new candidates to fill vacancies, the Nominations Committee shall take a 'skills-based' approach, and thus seek candidates who can contribute relevant knowledge, skills and experience by reference to the needs identified in the Board's regularly updated skills matrix.

2.6. Each advertisement seeking new candidates shall, unless the Board decides otherwise, include:

- a summary of the current circumstances of GBWR;
- a role description;
- a description of knowledge, skills and qualities required for the role;
- a request for the candidate's CV; and
- a request for a covering letter explaining how the candidate expects to meet the requirements for the role.

2.7. In line with GBWR's Equality and Diversity Policies, the Nominations Committee shall:

² For the definition of "Independent", please see Footnote 1 above.



- make it clear, in all advertisements for candidates, that GBWR welcomes applications from the full range of diversity (race, colour, ethnic or national origin, religion, creed, diversity of thought, age, gender, marital status, disability, sexual orientation, or socio-economic background) in the communities which the sport serves and seeks to engage; and
- make efforts to place advertisements in a range of media which reach across the diverse sectors of those communities.

2.8. The Nominations Committee shall:

- review all applications against the relevant role descriptions and knowledge, skills and qualities requirements; and
- draw up a short list of candidates for interview by the Nominations Committee.

2.9. The Nominations Committee may invite an external assessor (drawn, for example, from the board of another National Governing Body or from among the officers of one of the Sports Councils) to join the Committee as an interviewer.

2.10. The Nominations Committee (together with any external assessor) shall:

- conduct interviews of the short-listed candidates; and
- subsequently make recommendations to the Board regarding suitable candidates to nominate for vacancies on the Board of GBWR.

2.11. The Board shall;

- consider those existing Directors, who are due to retire under Article 21 and who have signalled their wish to stand for either re-appointment or re-election (as the case may be) to the Board;
- consider any new candidates recommended by the Nominations Committee to fill the remaining vacancies on the Board; and then:
 - in the case of the Chair and/or of the Independent Non-Executive Directors, make the relevant appointment(s) which the Board considers to be appropriate; and/or
 - in the case of Elected Directors, formally nominate those candidates the Board considers suitable to be put to the Voting Members at the next GBWR AGM.

2.12. In nominating and/or appointing candidates (as the case may be), the Board shall:

- take account of the requirements of the Code for Sports Governance with regard to promoting BAME (Black, Asian & Minority Ethnic) diversity and gender parity on the Board; and
- take reasonable steps to achieve the Board composition and diversity aims set out in Article 20.3 (above).

3. Elections Process

3.1. Once the Board has nominated suitable candidates to be put to the Voting Members, for election as Elected Directors, at the next GBWR AGM, the CEO shall invite

- any external candidates nominated by the Board to fill vacancies; and

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- those existing Elected Directors, who are due to retire under Article 21 and who have signalled their wish to stand for re-election to the Board; and
- any Director, appointed to fill a casual vacancy under Article 27, who has signalled a wish to stand for re-election to the Board as an Elected Director.

to provide a personal statement, setting out how they consider they can meet the requirements of the role(s) for which they have been nominated.

3.2. The CEO shall include in the notice papers for the upcoming AGM:

- a summary description of each role due for election or re-election and the associated skills, knowledge and experience requirements;
- the personal statements of all the candidates; and
- resolutions for the relevant elections and/or re-elections to be voted on by the Voting Members.

3.3. Voting on resolutions to appoint Elected Directors shall proceed under the standard provisions for Voting at General Meetings, as set out in Articles 28 to 44 of the Company's 21 November 2017 Articles of Association.

4. Review of these Terms of Reference and Elections Regulations

4.1. The Board shall review the Terms of Reference for the GBWR Nominations Committee and the GBWR Elections Regulations for Elected Directors at least once every three years, and may make any amendments the Board deems necessary.

This version of these Terms of Reference for the GBWR Nominations Committee and the GBWR Elections Regulations for Elected Directors was approved by the GBWR Board of Trustees on 31 August 2018.