

**Nominations Committee**  
(the "Committee")  
**Terms of Reference**

**1. Membership**

- 1.1. The composition of the Committee is not fixed, but shall comprise of members appointed by the Board to fulfil its function for each role or post to be filled.
- 1.2. The Committee shall comprise of no more than two Directors at any one time, and the rest of the Committee members shall be comprised of Swim England members, who are also members of Swim England East Region clubs.
- 1.3. The Committee shall comprise of a minimum of three members. Non-director members shall always outnumber the Director members.
- 1.4. The Board will appoint the Chairman of the Committee, who shall not be a Director.

**2. Responsibilities**

- 2.1. The Committee shall receive nominations submitted following the prescribed procedure, for appointments to the volunteer roles to be filled including:
  - 2.1.1. Nominations for Director appointments
  - 2.1.2. Nominations for non-Director roles or posts.
- 2.2. Director Roles
  - 2.2.1. The Chairman and Finance Director shall be appointed via recommendation from the Nominations Committee, in accordance with Article 15. The Member Nominated Directors shall be appointed in accordance with Article 14.
  - 2.2.2. All eligible candidates for election as Member Nominated Directors must be recommended by the Nominations Committee from nominations submitted to that committee.
    - 2.2.2.1. Where the number of nominations is equal to, or less than, the number of vacancies for Member Nominated Directors, then the nominated candidate(s) shall be deemed to have been elected, and their elections shall be announced at the AGM.
    - 2.2.2.2. Where the number of nominations is greater than the number of vacancies for Member Nominated Directors, the Nominations Committee shall arrange an election.
    - 2.2.2.3. Where an election is necessary, each Member of the Members' Forum shall have one vote.
    - 2.2.2.4. In the case of an equality of votes in an election, the Nominations Committee shall promptly organise a re-election.
- 2.3. Regional Operations Committee Roles

The Regional Operations Committee (ROC) Member-Nominated and Independent members will also be elected and appointed by the Members' Forum, via nominations submitted to the Nominations Committee following the procedure set out in 2.2.
- 2.4. Except in the case of Member Nominated Director roles and ROC roles, where appointments are made by election by the Members Forum, the Committee shall shortlist the nominations received.
- 2.5. Where the number of candidates equals, or is less than the number of posts available, the Committee will first consider whether the candidates are suitable, and then consider whether to recommend their appointment to the posts without the need for an election. All appointments recommended by the Committee are subject to approval at the Annual General Meeting.

- 2.6. When an interview panel is required, the Committee Chairman shall identify the members of the panel, ensuring that there is no conflict of interest between members of the panel and the interviewee/s.
- 2.7. If interviews are required, the Committee shall decide on questions to be asked at the interview.
- 2.8. The successful candidate will be identified, and the Committee Chairman will recommend to the AGM that the appointment is made.
- 2.8. Where an election is required the Committee shall make appropriate arrangements.

### **3. Appointment of Member Nominated Directors**

- 3.1. Save as otherwise provided in the Articles, all other questions arising in relation to elections shall be determined by the Nominations Committee having reasonably consulted the Board.
- 3.2. The timing of appointments shall be agreed by the Board and the results of any election shall be notified to the Members' Forum.

### **4. Casual Vacancies**

- 4.1. Any vacancy that occurs on the Board may be filled by a majority decision of the remaining Directors, on a recommendation from the Nominations Committee. The appointment will be for the remainder of the term that would have been served by the Director who is being replaced, subject to ratification at the AGM.
- 4.2. Any vacancy that occurs on Committees or officer roles may be filled by the Board of Directors and notified to the next AGM.

### **5. Meetings**

- 5.1. The Committee shall meet as requested by the Board.
- 5.2. The Committee Chairman shall maintain a dialogue with the Board.
- 5.3. Meetings of the Committee and interviews may be conducted when the members are physically present together, or in the form of either video or audio conferences.

### **6. Notice of meetings**

- 6.1. Meetings of the Committee shall be called by the Committee Chairman.
- 6.2. Unless otherwise agreed, notice of each meeting, confirming the venue, time and date, together with an agenda of items to be discussed and meeting papers (if any), shall be forwarded to each member of the Committee, or any other person required to attend, no later than five calendar days before the date of the meeting. Supporting papers shall be sent to Committee members and to other attendees, as appropriate, at the same time, but Committee papers may be forwarded at shorter notice with the approval of the Committee Chairman.

### **7. Annual General Meeting**

- 7.1. The relevant Committee Chairman shall attend the Annual General Meeting to propose any appointments of Director/s.

### **8. Confidentiality**

- 8.1. Members of the Committee shall comply with all regional policies including the Confidentiality Policy.
- 8.2. The Committee should not disclose the detailed substance of committee papers or discussions.
- 8.3. Committee members should not make any press or media statements or comments in relation to the Committee's business.