

**Terms of Reference: Governance and Appointments Group**

Purpose of the Governance and Appointments Group

1. To ensure Together Active gains, and then maintains, compliance with Tier Three of *A Code for Sports Governance*
2. To ensure that the Board operates effectively and that it:
   1. has the appropriate balance of diversity, skills, experience, independence and knowledge to take effective decisions that further the organisation’s goals
   2. undertakes an annual evaluation of its own performance on an annual basis (as a whole and as individuals) and to address the findings of this
   3. facilitates a formal external review every four years
   4. manages changes to its composition (and that of senior management) without undue disruption
3. To act as the Nominations Committee as and when necessary, leading the process for Board and senior management appointments
4. To lead on the research, consideration and identification of feasible alternative structures for the organisation

Membership

The Governance and Appointments Group will consist of between five and six members:

* Chair
* Senior Independent Director
* One or two additional Board Members with appropriate experience
* Chief Executive
* Chief Operating Officer

Terms of Appointment run concurrently with terms of appointment to the Board, as stated in the Constitution

When acting as the Nominations Committee, the majority of members will be Independent Board Members – if the overall Sub Group membership doesn’t meet this requirement, membership will be adapted in the short-term to address this.

Chair

* The Governance and Appointments Group shall be chaired by the Board Chair unless the Group is acting as the Nominations Committee for recruitment of the Board Chair, in which case the Group will be chaired by the Senior Independent Director.

Frequency of Meetings

* At least four times per year, held not less than one week before each Board meeting to approve any reports for the Board
* The Group may meet more often as dictated by circumstances

Quorum

* The Quorum for the Group is 50% of total current membership.

Decisions

* Where possible decisions are reached by consensus.
* Where a consensual decision cannot be reached and as long as the meeting is quorate, a majority vote will decide the issue.
* The Governance and Appointments Group Chair will have a casting vote in the event of a tie.

Transparency

* Minutes of each meeting will be taken. These will be circulated to Board members or incorporated into the Governance and Appointments Group report taken to the next Board meeting.
* The Terms of Reference will be published on the organisation’s website, along with meeting minutes (at times confidential information may need to be removed before publishing)

Review of the Group

* The Group will conduct an annual self-review as part of the annual Board evaluation, to ensure that the Group and relevant staff have the competence and experience to meet their obligations

Authority

* For purposes of clarity, the Board retains the overall responsibility for:
  1. Agreeing appointments to the Board
  2. Agreeing major changes to the structure of the Team
  3. Agreeing any changes to the organisational model
  4. Agreeing any changes to the way the Board and its sub-groups operate, or to the organisation’s constitution
* The Governance and Appointments Group’s role is to make informed recommendations to the Board for all of the above.
* At times, it may be appropriate for the Board to delegate authority to the Governance and Appointments Group to make specific decisions on behalf of the Board. Where this is the case, this delegation will be formally documented.

These Terms of Reference were agreed by the Board in July 2020, with minor amendments agreed by GAG in July 2021

A review of these Terms of Reference is due by July 2022