

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

Purpose of the Governance and Appointments Committee

1. To ensure Together Active gains, and then maintains, compliance with Tier Three of *A Code for Sports Governance*, by ensuring the correct policies and procedures are in place to meet the requirements of the Code, and that these policies and procedures are implemented and can be evidenced
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

Membership

The Governance and Appointments Committee will consist of no less than five members:

* Chair and / or Senior Independent Director
* Two or three additional Trustees with appropriate experience
* Chief Executive
* Chief Operating Officer
* The Chief Executive and Chief Operating Officer of Together Active will be non-voting associate members of the Committee

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 Committee membership doesn’t meet this requirement, membership will be adapted in the short-term to address this.

Co-opted Members

* An individual may be co-opted onto the Committee if this is necessary to ensure that the Committee has the skills and/or experience necessary to fulfil its role.
* A co-opted Board Member is one that is temporarily appointed as such by the Board outside of the customary appointment process.
* Co-opted members will serve as such for no more than 12 months.
* At the time of appointment the Board will document the reasons for this appointment and determine the co-opted member’s voting rights.
* A Co-opted Member will not normally be registered as a Trustee of the Board

Chair

* The Governance and Appointments Committee shall be chaired by the Board Chair or the Senior Independent Director unless the Committee is acting as the Nominations Committee for recruitment of the Board Chair, in which case the Committee 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 Committee may meet more often as dictated by circumstances

Quorum

* The Quorum for the Committee is 50% of total current membership. Where this is not a whole number, it will be rounded up.

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 Committee 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 Committee 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 Committee

* The Committee will conduct an annual self-review as part of the annual Board evaluation, to ensure that the Committee 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-committees operate, or to the organisation’s constitution
* The Governance and Appointments Committee’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 Committee 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 in July 2021 and October 2022

A review of these Terms of Reference is due by October 2023