



*The voice of Irish sport*

## **Terms of Reference**

### **Federation of Irish Sport Nominations Committee**

This document describes how the Federation of Irish Sport (FIS) Nominations Committee is constituted within the Federation of Irish Sport and the roles and responsibilities of the Committee. It also details some operational procedures as to how the Committee should conduct its business.

## **Terms of Reference**

The following Terms of Reference may be subject to alteration or amendment at any time by resolution of the FIS Board.

The role of the Nominations Committee is to identify candidates with the requisite skills and experience to serve on the Board of FIS in accordance with the eligibility criteria laid down in the FIS Constitution for the selection of such candidates.

### **1. Composition of the Committee**

The Nominations Committee shall consist of three (3) persons.

The Directors shall establish a Nominations Committee as required from time to time. The Nominations Committee shall be comprised of three people to include the Chairperson and at least one other Director. The Nominations Committee may include members from outside the Company.

The Committee shall appoint, from among its number, a Chairperson who shall be communicate with the Board through the Board Chairperson on behalf of the Committee.

No person eligible to become a Director (either by election or by nomination by the Nominations Committee) shall be a member of the Nominations Committee.

### **2. Terms of Office**

Members of the Committee will serve from appointment until the conclusion of the next Company AGM. Should a vacancy arise on the Committee then the Board shall appoint a qualified person to fill the vacancy for the remainder of the vacant position's term.

### **3. Quorum**

The quorum for the transaction of business shall be two persons.

#### 4. Communication & Authority Structure

The Committee is a sub-committee of FIS and reports directly to the Board through the CEO. The Committee shall report to the Board in writing.

The Committee must keep a record of all meetings and decisions and provide reports and/or information to the Board within 5 days of meetings. Such reports will include information about confirmed positions and the process of nominations.

#### 5. Role

The Committee shall conduct the nomination and selection process for identifying candidates for the following vacancies arising on the Board of FIS.

- Chairperson of the Board accordance with Article 7.2(a).
- Three (3) Independent Directors persons in accordance with Article 7.2 (c) : *Up to three Independent Directors nominated by the Nominations Committee in accordance with Article 8.3 and approved by the Company in a general meeting (excluding the Chairman who is the subject of paragraph (a) of this Article). In nominating the Independent Directors to the Board, the Nominations Committee shall ensure that there shall always be at least two female and two male directors at any time.*

#### 6. Specific Responsibilities

##### The Committee shall:

- Through the Committee Chair consult with the Board to determine the skills and experience most desired in addressing the governance mandates
- Prepare a job specification for each role detailing the expectations of and the legal obligations of Directors including the time commitment required
- Write to the Membership through the Board Secretary to inform members that the Committee is seeking nominees and indicating the means by which Members can recommend candidates for consideration.
- Identify candidates for the role(s) of Independent Directors who shall be *any person where they or a connected person have not been either employed or held any paid or voluntary governance position within the Company, a Member, the Irish Sports Council, the National Sports Campus Development Authority, the Olympic Council of Ireland and Paralympics Ireland or the Company's auditors or legal advisors within the two years immediately prior to their appointment as Director.*
- Determine eligible candidates for the role of Chairperson of the Board.
- Recruit candidates with full regard for the demonstrated skills and ability of candidates to contribute effectively to the leadership of FIS.
- Consider candidates on merit and against objective criteria and recommend a single candidate for each role from among the suite of candidates identified.
- Communicate such candidates to the Board at the latest 5 days in advance of the last board meeting before the annual AGM.
- Take due care to use the widest possible means of communicating vacancies to the membership of the Organisation and conduct its business in a clear and transparent manner

- Where possible carry out its duties in a manner that encourages a long-term view of FIS leadership needs as well as Board succession planning
- The Chair of the Nominations Committee should attend the AGM to present the candidates and to answer any questions which may be raised by the membership.

Approved: FIS Board April 30<sup>th</sup> 2020