

Nomination Committee - Terms of Reference



Role of the Board

1. The Nomination Committee (the Committee) is a Committee of the Active Norfolk Main Board.
2. The Committee has been established to support the Board in its responsibilities for issues of recruitment and selection of the Board members to meet the agreed Board membership as set out in the Governance Framework
3. The Committee is authorised by the Board to seek any information it requires from any employee of Active Norfolk in order to perform its duties.

1. Membership

1.1 The committee shall comprise at least three Board members. A majority of the members of the committee shall be independent members.

1.2 Only members of the committee have the right to attend committee meetings. However, other individuals such as the Director and external advisers may be invited to attend for all or part of any meeting, as and when appropriate and necessary.

1.3 Appointments to the committee are made by the Board and shall be for a period of up to four years, which may be extended for further periods of up to four-years. Provided the Board member still meets the criteria for membership of the Board.

1.4 The Board shall appoint the Committee Chair who should be either the Chair of the Board or an independent member. In the absence of the Committee Chair and/or an appointed Deputy, the remaining members present shall elect one of themselves to chair the meeting from those who would qualify under these terms of reference to be appointed to that position by the Board. The Chair of the Board shall not chair the committee when it is dealing with the matter of succession to the Chair.

2. Responsibilities

The committee will be responsible for:

- 2.1 An annual review of the skills and knowledge matrix of the Board
- 2.2 The appointment of Board members.

3. Secretary

A nominated member of the Active Norfolk Senior Team shall act as the secretary of the committee.

4. Quorum

The quorum necessary for the transaction of business shall be two committee members, both of whom must be independent members although the Chair of the Board should not Chair the nomination committee when it is dealing with the appointment of a successor Chair.