

Devon Cricket Foundation Terms of Reference Nominations Committee

Agreed at meeting of the full trust board meeting in January 2025

Date of next review: January 2027

Name of governor lead: Mark Couch

Purpose

The purpose of this document is to set out the roles and responsibilities of the Nominations Committee and clarify the level of decision making that the trust board has agreed will be delegated to this committee.

Best Value

Where possible and reasonable the trust board will ensure the principles of best value are followed when making decisions.

The principles of Best Value are:

- Challenge - why, how and by whom an activity is carried out.
- Compare - performance against other foundations.
- Consult - involving stakeholders, especially pupils and parents.
- Compete - as a means of securing efficient and effective services.

Membership

The committee will comprise of three directors, appointed by the full board. The chair of this committee should be the chair of the board. The quorum for this committee is two. The committee shall meet twice per year.

Task:

Regularly review the structure, size and composition (including the skills, knowledge, experience and diversity) of the board and make recommendations to the board regarding any changes.

Ensure plans are in place for orderly succession to board and senior management positions and oversee the development of a diverse pipeline for succession, considering the challenges and opportunities facing the company, and the skills and expertise needed on the board in the future.

Keep under review the leadership needs of the organisation, both executive and nonexecutive, with a view to ensuring the continued ability of the organisation to compete effectively in the marketplace.

Keep up-to-date and fully informed about strategic issues and commercial changes affecting the company and the market in which it operates.

Be responsible for identifying and nominating for the approval of the board, candidates to fill board vacancies as and when they arise.

Before any appointment is made by the board, evaluate the balance of skills, knowledge, experience and diversity on the board and, in the light of this evaluation, prepare a description of the role and capabilities required for a particular appointment and the time commitment expected. In identifying suitable candidates, the committee shall –

- use open advertising or the services of external advisers to facilitate the search.
- consider candidates from a wide range of backgrounds.
- consider candidates on merit and against objective criteria, having due regard to the benefits of diversity on the board and taking care that appointees have enough time available to devote to the position.

Prior to the appointment of a director, other significant time commitments should be disclosed, and any additional future commitments should not be undertaken without prior approval of the board. The proposed appointee should also be required to disclose any other business interests that may result in a conflict of interest. These must be authorised by the board prior to appointment and any future business interests that could result in a conflict of interest must not be undertaken without prior authorisation of the board.

Ensure that, on appointment to the board, non-executive directors receive a formal letter of appointment setting out clearly what is expected of them in terms of time commitment, committee service and involvement outside board meetings.

Review the results of the board performance evaluation process that relate to the composition of the board and succession planning.

Work and liaise as necessary with other board committees, ensuring the interaction between committees and with the board is reviewed regularly.

Review annually the time required from non-executive directors. Performance evaluation should be used to assess whether the non-executive directors are spending enough time to fulfil their duties.