



# NOMINATIONS COMMITTEE

Terms of Reference

Release date: February 2026

# Contents

Introduction .....	3
Purpose .....	3
Scope .....	3
Role and Responsibilities.....	4
Membership.....	5
Tenure and Elapse .....	5
Quorum .....	6
Meetings .....	6
Additional Information .....	6
Review .....	7

**Published by:**

The Chartered Institute for the  
Management of Sport and Physical Activity  
Incorporated by Royal Charter  
Charity Registration Number: 1144545  
[www.cimspa.co.uk](http://www.cimspa.co.uk)

© The Chartered Institute for the Management of Sport and Physical Activity



FUNDED PARTNER

# Introduction

In accordance with the statutes for the Chartered Institute for the Management of Sport and Physical Activity (CIMSPA), the Nominations Committee will exercise powers on behalf of CIMSPA and the Board of Trustees (the Board) under the following Terms of Reference.

## Purpose

The purpose of the Nominations Committee is to oversee the recruitment of high-performing individuals to the Board, and to the Chief Executive Officer (CEO) role, whilst ensuring appropriate succession plans are in place. The Nominations Committee Terms of Reference are agreed by the Board who delegate authority to the Nominations Committee to undertake the above work, and to make recommendations to the Board for the appointment of the Chair of the Board (Chair), other trustees, and the CEO. The Nominations Committee has no executive powers other than those specifically delegated in these Terms of Reference.

## Scope

The scope of the Nominations Committee includes:

- Reviewing the size and composition of the Board (including but not limited to skills, knowledge, experience and diversity)
- Ensuring succession plans are in place for CIMSPA's Chair, other trustees and the CEO
- Making recommendations to the Board for Chair, trustee and CEO recruitment
- Undertaking Chair, trustee and CEO recruitment processes
- Making recommendations to the Board for Chair, trustee and CEO appointments

In addition, there are various roles within the Board where it may be appropriate to make an internal appointment from existing trustees. The scope of the Nominations Committee also includes:

- Making recommendations to the Board for the internal appointment of a Senior Independent Trustee
- Making recommendations to the Board for the internal appointment to other trustee roles, where this responsibility is delegated to the Committee by the Board



All recruitment will be carried out in line with the Board, Sub-Committee and CEO Recruitment Policy

## Role and Responsibilities

The Nominations Committee role is to:

- Regularly review the structure, size and composition of the Board and make recommendations to the Board regarding any recruitment needs. This review should take into account, but is not limited to:
  - The skills required by the Board and any skills gaps (normally identified through the annual skills matrix / self-evaluation process)
  - Whether the demographic of the Board fully represents the society it serves
  - Whether there is sufficient diversity of thought and experience on the Board
- Give full consideration to succession planning for Board trustees and the CEO in the course of its work, taking into account the challenges and opportunities facing CIMSPA, and the skills and expertise needed on the Board in the future. This includes succession planning for specific roles within the Board, including Chair and Senior Independent Trustee
- Lead the recruitment and onboarding process for all Chair, trustee and CEO vacancies including:
  - Agreeing a description of the role and the skill-set required for a particular appointment, based on the recruitment needs identified above
  - Shortlisting candidates and carrying out an appropriate selection / interview process
  - Ensuring that the election of any elected trustees is carried out in line with CIMSPA's Charter and Statutes and election procedures
  - Identifying preferred candidates to fill Chair, trustee and CEO vacancies, nominating them for the approval of the Board
  - Ensuring that onboarding checks are satisfactorily completed
  - Ensuring that the full onboarding process is completed as outlined in CIMSPA's onboarding documentation. This includes, but is not limited to, a letter of appointment and an induction appropriate to the role.
- Ensure that Sport England is informed of any recruitment process being carried out by the organisation in relation to the Chair, trustees or the CEO, and permit Sport England to observe any such process upon request
- Consider any proposed appointment's significant other commitments and interests to ensure that the individual can devote enough time to the role and that there are no potential or actual conflicts of interest which can't be managed appropriately.
- Review the results of any internal or external Board evaluation process that relate to the composition of the Board.
- Arrange for periodic reviews of its own performance and report any findings and recommendations to the Board.

The Nominations Committee is responsible for making recommendations to the Board for:

- The need to recruit a Chair, trustee or a CEO, and the skill set required. This will be informed by effective succession planning, existing board size and composition and analysis of current and future business need.
- Appointment to the roles of Chair, Senior Independent Trustee, trustee and CEO

## Membership

CIMSPA's Board of Trustees aims to ensure that fellow trustees, sub-committee members and CIMSPA's employees are representative of all sections of the society that they serve. CIMSPA welcomes and embraces the different perspectives, backgrounds, and cultures individuals bring to the organisation and is committed to ensuring its operation reflects this, through inclusive practices that positively promote respect, equal opportunities for all and dignity.

The Nominations Committee will consist of:

- The Chair of the Board (except for when the recruitment of the Chair is taking place, in this instance the Chair will be replaced by the Senior Independent Trustee).
  - The Chair of the Board of Trustees will also act as the Chair of the Nominations Committee.
- Two non-executive trustees (excluding the Chair of the Board), at least one of whom must be Independent
- One Appointed Committee Member openly recruited for their skills, knowledge, and experience.
- One member of CIMSPA's executive team (excluding the CEO) in a non-voting capacity.

## Tenure and Elapse

CIMSPA's Nominations Committee members are eligible to stand as a Committee member for a term of up to three years. After the first year of the initial term, their position will be reviewed in accordance with the skills matrix, committee composition and committee diversity. At this point, the committee member may continue in their position for a further two years, with annual reviews and CPD governing their tenure to complete their initial three year term. A maximum of three terms of three years may be served, following this format.

Once a committee member has completed their maximum term, at least four years must elapse before they are eligible to re-stand as a member of the Nominations Committee.

Positions held on the Nominations Committee by Board trustees will be managed in accordance with the tenure and elapse for their Board trustee position. However, should an individual step down from their trustee role before they have served the maximum term on



the Nominations Committee, the committee may decide to allow them to remain on the committee as an Appointed Committee Member, subject to satisfactory performance and an Appointed Committee Member role being vacant.

## Quorum

The quorum necessary for the transaction of business shall be three voting members, where a majority of independent non-executive trustees is achieved.

## Meetings

The Nominations Committee shall meet at least annually, with additional meetings scheduled on a demand led basis. Meetings will normally be held virtually, but may be face-to-face at an appropriate venue or hybrid if required.

Only members of the Nominations Committee have the right to attend Nominations Committee meetings. However, CIMSPA Senior Leadership Team members may be invited to attend meetings of the Nominations Committee on a regular basis and other non-members or trustees may be invited by the Chair to attend all or part of any meeting as and when appropriate and necessary.

A minimum of 21 days written notice shall be given to every member of each meeting.

Papers for the Nominations Committee meeting will be circulated not less than five working days before each meeting.

The minutes of each Nominations Committee meeting shall be made available to the committee at the earliest convenience.

The minutes of each Nominations Committee meeting shall be made available to the CIMSPA Board of Trustees on request. The Nominations Committee will report to the Board of Trustees on its duties and responsibilities following each committee meeting.

## Additional Information

If the Chair of the Nominations Committee is unable to attend or is not present at the start of a meeting, the meeting shall elect a Chair from the remaining members for the duration of the meeting.



In exceptional circumstances the Nominations Committee may co-opt an individual onto the Nominations Committee to ensure that it has the required skills or experience to meet the needs of the sub-committee, the Board and the wider organisation. Co-opted committee members will still be required to undergo an interview process prior to appointment..

Outside of the formal meeting programme, the Nominations Committee Chair will maintain a dialogue with key individuals involved in the company's governance, including the CEO and Head of Governance and Compliance.

CIMSPA's staff team will provide secretariat to the Nominations Committee meetings and will record all minutes of meetings, actions, decisions made and changes to policy and procedures on behalf of the Committee. The Chair of the Nominations Committee will review draft documents and approve for circulation to Nominations Committee members and public facing copies (where applicable).

The Nominations Committee shall:

- Have access to sufficient resources in order to carry out its duties, including access to a secretariat for assistance as required.
- Be provided with appropriate and timely training, both in the form of an induction programme for new members and on an ongoing basis for all members.
- Give due consideration to laws and regulations, CIMSPA's Charter and Statutes, Board of Trustees Terms of Reference, Board Members' Code of Conduct and any other applicable rules as appropriate.

## Review

The Nominations Committee Terms of Reference will be reviewed by the Board of Trustees in February 2028 unless changes in policy, governance or other circumstances require a review prior to this date. They will then be reviewed biennially in accordance with the Board of Trustees' annual plan.



**E** [info@cimspa.co.uk](mailto:info@cimspa.co.uk)

**T** 03438 360200

**Chartered Institute for the Management  
of Sport and Physical Activity,**  
SportPark,  
Loughborough University,  
3 Oakwood Drive,  
Loughborough,  
Leics. LE11 3QF

**[cimspa.co.uk](http://cimspa.co.uk)**

Incorporated by Royal Charter.  
Charity Registration Number: 1144545.