

## THE SCOUT ASSOCIATION (TSA) NOMINATIONS AND GOVERNANCE COMMITTEE TERMS OF REFERENCE

### Members

1. The Committee shall have between 7 and 9 members, including:
  - The Chair of TSA's Board of Trustees (**the Board**)
  - The Vice Chair of the Board of Trustees
  - UK Chief Commissioner (**UKCC**)
  - UK Youth Commissioner (**UKYC**)
  - Chief Executive
  - Up to 3 members of the Board, one of which to be a Trustee (18-24)
  - The Chair of the Headquarters Appointments Advisory Committee
2. Members of the Committee shall be appointed by the Board, on the recommendation of the Committee.
3. The Chair of the Board shall be the Committee Chair (except when the Committee is dealing with the matter of succession to the Board chairmanship). In the absence of the Committee Chair, the Vice Chair of the Board will chair the meeting, and in their absence, one other member from the Committee.

### Quorum

1. 50% of the membership (subject to declaration of any conflict of interest) including at least one member of the Board (not including the UKCC, UKYC or Chief Executive).
2. In accordance with the regulations for Committee decision-making passed by the Board on 11 July 2015, Committee members participate in a meeting and (subject to declaration of any conflict of interest) are included in the quorum for the meeting provided that:
  - the meeting has been properly called in accordance with TSA's practice and procedures; and
  - each Committee member can communicate to the others (for example, by teleconference or video-conference) any information or opinions they have on any particular item of business of the meeting.

### Frequency

At least two meetings per annum.

### Voting

The Committee will strive for consensus around matters which require a decision. In the absence of consensus, matters arising at any meeting shall be decided by a majority of votes of those present (see Quorum above). In case of any equality of votes, the Chair shall not have a second or casting vote. Instead, the motion must be deemed not to have been carried.

### Rights of attendance

Anyone, by prior notice to and with the permission of the Committee Chair, may attend in a non-voting capacity.

### Remit

The Nominations and Governance Committee is responsible to the Board for:

### **Nominations Matters**

1. Regularly reviewing the structure and composition of the Board (including the skills, expertise and diversity of the members of the Board), identifying any gaps, making recommendations to the Board for any changes and preparing a succession plan.
2. Giving full consideration to succession planning for the following roles and being responsible to the Board for identifying and nominating, for the approval of the Board and ensuring, as relevant, compliance with Regulator requirements, the appointments\* of the following:
  - Chair of the Board
  - Vice Chair of the Board
  - Chief Scout
  - UKCC
  - UKYC
  - Chief Executive
  - The Treasurer
  - Any Vice President.
3. Identifying, ensuring, as relevant, compliance with Regulator requirements, and then making the appointments<sup>1</sup> of the following:
  - Appointed Members, Board
  - Executive Directors of TSA's wholly-owned subsidiary companies (together with TSA, "Group")
  - Non-Executive Directors of TSA's wholly-owned subsidiary companies.
4. Monitoring the work of the Headquarters Appointments Committee, which has delegated authorities for:
  - Processes for search, selection and appointment;
  - Monitoring of induction and training (including completion of Wood badge where relevant);
  - Appointment review;
  - Cancellation of appointments;
  - The delegated authority includes the following appointments:
    - ❖ Deputy UK Chief Commissioners
    - ❖ UK Commissioners and Deputies
    - ❖ Deputy and Assistant UK Youth Commissioners
    - ❖ Chief Commissioners and Deputies
    - ❖ County/Area Regional (Scotland) Commissioners
    - ❖ Regional Commissioners (England and Wales)
    - ❖ Regional Appointments (England)
    - ❖ International Commissioner and Deputies
    - ❖ Contingent Leaders and Deputies
    - ❖ Chief Commissioner of Branches
    - ❖ Other members of HQ Teams with line management responsibility
5. Recommending to the Board those who should be appointed to chair each of the Board Committees.

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<sup>1</sup> Subject to election at the Annual General Meeting where required by the Constitution.

6. Appointing, in consultation with the relevant Chair, the members of each Board Committee. (These appointments would normally be for a three year term (subject to appraisal), extendable by mutual consent by no more than one further three year term.)
7. Approving the appointment of any Ambassadors.

#### **Governance Matters**

8. Keeping under review and advising the Board on TSA's governance arrangements, including the provisions of the Royal Charter, Bye Laws and Policy Organisation and Rules; monitoring developments in governance good practice and making recommendations to the Board regarding compliance.
9. Developing processes and a schedule for regular review of the effectiveness of the Board and its Committees and reporting the outcomes and any recommendations to the Board.
10. Ensuring that an appropriate Board member induction and development programme is in place based on TSA's strategic plan and the Board member appraisals.
11. Developing and monitoring implementation of regular appraisal of Board and Committee members.
12. Preparing and keeping under review a Governance Document which records the governance procedures and practices established by the Board.

#### **Other**

13. Monitoring (at least every six months), reviewing and taking action in relation to risks allocated to the Committee by the Risk Committee and reporting to the Risk Committee accordingly.
14. Undertaking any other work delegated to it by the Board.

#### **Reporting**

The Chair shall report to the Board on the Committee's proceedings at the next Board meeting after each Committee meeting. The Chair has discretion to decide whether Minutes of any meeting (or any summary of the Minutes) should be circulated to the Board.

#### **Authority**

The Committee is authorised:

1. To seek any information it requires from any Group employee or volunteer in order to perform its duties; and
2. To request the attendance of any Group employee or volunteer at a meeting of the Committee as and when required.

**Approved by the Board of Trustees October 2018**