

Civil Service Motoring Association Nomination Committee Terms of Reference As at February 2021

Status and Source of Authority	<ul style="list-style-type: none"> • Sub-committee of the board of directors of the Association (the “Board”). • Authority is derived from the Board’s establishment of the Committee and the approval by the Board of these Terms of Reference.
Membership	<ul style="list-style-type: none"> • Members: <ul style="list-style-type: none"> ○ Association Chairman, who will Chair the committee ○ Two other non-executive directors • When the Committee is dealing with the matter of the succession to the chairmanship the Chairman shall not Chair the Committee • The Board will approve the members of the Committee
In attendance	<ul style="list-style-type: none"> • The Committee may invite such other persons to its meetings to observe, report, answer questions or make presentations, as it deems necessary
Secretary	<ul style="list-style-type: none"> • Company Secretary, except where the Secretary is part of the subject of discussion, whereby one of the members will act as secretary.
Quorum	<ul style="list-style-type: none"> • Two members
Meeting Frequency	<ul style="list-style-type: none"> • Meetings shall be held at least twice a year • Interim “specific issue” meetings may be convened, by the Secretary, at the request of any member of the Committee, following consultation with the Chair and typically subject to at least three days’ notice. In circumstances where a decision is required to be made in a timely fashion, the interim meeting may take place by e-mail and shall be valid if the e-mail has been circulated to all members of the Committee and the decision is approved by a quorum
Minutes	<ul style="list-style-type: none"> • The Secretary shall circulate the agenda and supporting documentation to the Committee members a reasonable period in advance of each meeting • The Draft of the Minutes, as approved for issue by the Chairman, shall be presented to the next meeting of the Committee for formal adoption, following the previous meeting
Conflicts of Interest	<ul style="list-style-type: none"> • The Secretary shall ascertain any conflicts of interest of members of the Committee at the start of each meeting in relation to the matters to be discussed and record accordingly in the minutes
Scope	<ul style="list-style-type: none"> • To have oversight of the overall recruitment processes for the governance bodies of the Civil Service Motoring Association. • The main subsidiary, Motoring and Leisure Services Ltd., is FCA regulated and in accordance with FCA principles, will be subject to governance by its own board of FCA approved directors. The CSMA board, as the parent company, has oversight of the governance arrangements.

Main Purpose	<ul style="list-style-type: none"> • To review and evaluate the composition and structure of the Board, taking into account the objective of ensuring that the Board should have a reasonably diverse composition of skills, experience and background; • Ensure there is a robust succession planning process for Directors and other senior governance positions in the Association, such as Governors. • Define the roles and capabilities necessary for those appointments in light of the challenges and opportunities facing the Association; • Prescribe and monitor the continuing professional development of the Board in light of the Association's requirements for the position; • Make recommendations for appointments to the Board for approval by the Board • Review recommendation from the club council for Governor appointments, prior to recommendation to the Board. • Ensure there is a formal, rigorous and transparent procedure for the appointment of new directors to the Board
Decide	<ol style="list-style-type: none"> 1. The appointment and selection process for NEDS and, in conjunction with the CEO, have oversight of the recruitment process for executive directors. 2. In conjunction with the relevant line manager, determine the job description for Director or other senior governance roles as appropriate.
Recommend	<ol style="list-style-type: none"> 1. All proposed appointments to the Board, whether NED or executive 2. Membership of the Audit, Remuneration Committees. 3. Succession Planning process for Directors and Governors. 4. Where appropriate inform the board and have influence over succession planning processes for other areas of governance within the Association, such as the Club Council.
Guidance Notes	<ol style="list-style-type: none"> 1. When making any decision or recommendation, the Committee must have regard to the UK Corporate Governance Code whilst recognising the traditions and nature of the Associations governance structure 2. The Committee shall evaluate the balance of skills, knowledge and experience on the Board and, in the light of the evaluation, prepare a description of the role and capabilities required for any particular appointment 3. The Committee shall ensure that due regard is had to the promotion of diversity within the Association 4. The Chairman of the Board will be responsible for conducting a performance review for each NED and giving appropriate feedback, on at least an annual basis. The Chairman will receive a review conducted by a nominated NED on behalf of the board. 5. Where making a decision or recommendation the Committee shall consider the material risks impacted by the decision / recommendation <p><u>Effectiveness</u></p> <ol style="list-style-type: none"> 6. To perform his or her role effectively, each Committee member will need to develop and maintain his or her skills and knowledge, including an understanding of the Committee's responsibilities and of the Association's business, operations and risks

	<p>7. On an annual basis the Committee will set out a programme of priorities for the following year which will inform the agenda for its meetings</p>
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8. On an annual basis the Committee will conduct a review of its own effectiveness

9. The Committee will keep its Terms of Reference under review and will propose to the Board amendments to the Terms of Reference as necessary to ensure that they continue to be appropriate and reflect any issues which arise from the effectiveness review