

Swim Ireland Nominations Committee Terms of Reference

This document describes how the Swim Ireland Nominations Committee is constituted within Swim Ireland and the roles and responsibilities of the Committee. It also details some operational procedures as to how the Committee should conduct its business.

<p>Review Dates: September 2015 December 2020 January 2022 Next review date: January 2023</p>

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Terms of Reference

Swim Ireland Nominations Committee

The following Terms of Reference may be subject to alteration or amendment at any time by resolution of the Swim Ireland Board.

The role of the Nominations Committee is to identify candidates with the requisite skills and experience to serve on the Board of Swim Ireland in accordance with the eligibility criteria laid down in the Swim Ireland Memorandum and Articles of Association for the selection of such candidates.

1. Composition of the Committee

The Nominations Committee shall consist of three (3) persons, balanced from a gender perspective and consisting of:

- A present or past-director of the Company;
- One person nominated from among the membership who shall be a member of the Company;
- One person appointed by the Board who shall be independent of the Company;

The Committee shall appoint, from among its number, a Chairperson who shall be communicate with the Board through the Board Chairperson on behalf of the Committee.

No serving member of the Committee shall be eligible to be appointed as a Board member.

2. Terms of Office

Members of the Committee will serve from appointment until the conclusion of the next Company AGM. Should a vacancy arise on the Committee then the Board shall appoint a qualified person to fill the vacancy for the remainder of the vacant position's term.

3. Quorum

The quorum for the transaction of business shall be two persons.

4. Communication & Authority Structure

The Committee is a sub-committee of Swim Ireland and reports directly to the Board through the Company Secretary. The Committee shall report to the Board in writing.

The Committee must keep a record of all meetings and decisions and provide reports and/or information to the Board within ten days of meetings. Such reports will include information about confirmed positions and the process of nominations.

5. Role

The Committee shall conduct the nomination and selection process for identifying candidates for the following vacancies arising on the Board of Swim Ireland.

- Chairperson of the Board – who shall be a member of the Company
- Two (2) Independent Directors – who shall be non-Club Members and who shall not be connected to any Club Member (see Swim Ireland Memorandum and Articles of Association - for full definition of connected persons)

6. Specific Responsibilities

The Committee shall:

- Through the Committee Chairperson consult with the Board to determine the skills and experience most desired in addressing the governance mandates
- Determine if retiring Directors are eligible and willing to be re-appointed and, if appropriate, recommend the re-appointment of such Directors
- Prepare a job specification for each role detailing the expectations of and the legal obligations of Directors including the time commitment required
- Write to the Membership through the Company Secretary to inform Clubs that the Committee is seeking nominees and indicating how Members can recommend candidates for consideration
- Identify candidates for the role(s) of Independent Directors who shall be non-Club members or associated with Club Members as defined in the Swim Ireland Memorandum and Articles of Association
- Determine eligible candidates for the role of Chairperson of the Board from among the membership of the Organisation and in accordance with the requirements specified in the Swim Ireland Memorandum and Articles of Association
- Recruit candidates with full regard for the demonstrated skills and ability of candidates to contribute effectively to the leadership of Swim Ireland, reflecting the diversity of the membership and Regions and striving to achieve gender balance
- Consider candidates on merit and against objective criteria and recommend a single candidate for each role from among the suite of candidates identified
- Communicate such candidates to the Board at the latest one week in advance of the April Board meeting
- Take due care to use the widest possible means of communicating vacancies to the membership of the Organisation and conduct its business in a clear and transparent manner
- Where possible carry out its duties in a manner that encourages a long-term view of Swim Ireland's leadership needs as well as Board succession planning
- The Chair of the Nominations Committee should attend the AGM to present the candidates and to answer any questions which may be raised by the membership
- Matters discussed at meetings will remain confidential unless otherwise agreed

7. Resources

The Committee shall have access to sufficient resources to carry out its duties including access to the Swim Ireland Company Secretary as required.

Committee members shall be entitled to claim mileage and subsistence expenses during their time in office pursuant to the Swim Ireland Finance and Administration Policy (Board approved). Accommodation expenses must be approved in advance through the Swim Ireland Office who will handle all bookings.

END.

January 2022