Active Oxfordshire Strategy and Nominations Sub Committee (SNSC)

Membership
1. The sub-committee shall comprise at least three Trustees. A majority of the members of the sub-committee shall be independent non-executive directors.

2. Appointments to the sub-committee are made by the Board of Trustees and shall be for a period of up to three years, which may be extended for further periods of up to three years, provided the Trustee still meets the criteria for membership of the sub-committee.

3. The board shall appoint the sub-committee Chair who should be either the Chair of the board or in his/her absence, an independent non-executive director. The Chair of the board shall not chair the sub-committee when it is dealing with the matter of succession to the chair. The Sub Committee will have the powers to ask other Trustees or external experts or stakeholders to attend meetings as and when necessary.

Secretary
4. The Chief Executive (CE) or his/her nominee shall act as the secretary of the sub-committee.

Quorum
5. The quorum necessary for the transaction of business shall be two - both of whom must be independent non-executive directors.

Frequency of meetings
6. The sub-committee shall meet at least twice a year and otherwise as required in advance of full Board of Trustee Meetings. The frequency and timing of meetings will differ according to the needs of the Charity. Meetings should be organised so that attendance is maximised.

Attendance at SNSC meetings
7. SNSC meetings will normally be attended by the CE and other senior manager(s) depending on agenda items.

8. In the absence of the sub-committee Chair and/or an appointed deputy, the remaining members present shall elect one of themselves to chair the meeting from those who would qualify under these terms of reference to be appointed to that position by the board.

9. The SNSC may ask any or all of those who normally attend but who are not members to withdraw from the discussion of particular matters to facilitate open and frank discussion.

Minutes of meetings
10. The secretary shall minute the proceedings and resolutions of all sub-committee group meetings, including the names of those present and in attendance and any declarations of conflict of interest.

11. Draft minutes of sub-committee group meetings shall be circulated promptly to all members of the sub-committee group. Once approved, minutes should be circulated to all other members of the board unless in the opinion of the sub-committee chair it would be inappropriate to do so.

Duties
12. Strategy/Forward planning including key planning and communication documents.
13. Oversee the organisation’s approach to performance management and improvement in order to meet the Board of Trustees requirements as well as those of Sport England and other external funders.

14. Regularly review the structure, size and composition (including the skills, knowledge, experience and diversity) of the team structure to ensure the effective delivery of Active Oxfordshire’s primary role (as defined by Sport England) and wider work.

15. Give full consideration to succession planning for Trustees and other senior executives in the course of its work, taking into account the challenges and opportunities facing Active Oxfordshire, and the skills and expertise needed on the board in the future.

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

17. Regularly review the structure, size and composition (including the skills, knowledge, experience and diversity) of the board, team structure and legal status and make recommendations to the board about any changes.

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

19. 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. In identifying suitable candidates, the committee shall use open advertising or the services of external advisers to facilitate the search as well as considering candidates from a wide range of backgrounds.

20. Consider candidates on merit and against objective criteria and with due regard for the benefits of diversity on the board, including gender, taking care that appointees have enough time available to devote to the position

21. For the appointment of a Chair, the committee should prepare a job specification, including the time commitment expected. A proposed Chair’s other significant commitments should be disclosed to the board before appointment and any changes to the chairman’s commitments should be reported to the board as they arise.

22. Prior to the appointment of a director, the proposed appointee should be required to disclose any other business interests that may result in a conflict of interest and be required to report any future business interests that could result in a conflict of interest

23. 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

24. Review the results of any internal or external board performance evaluation process that relates to the composition of the board
25. 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.

26. Work and liaise as necessary with all other board sub-committees.

27. Formulating plans for succession for both executive and non-executive directors and in particular for the key roles of Chair and Chief Executive.

28. Identify suitable candidates for the role of senior independent director.

29. Determine the membership of the finance, remuneration risk and audit and remuneration sub-committee (FRRAG), and any other board sub-committees as appropriate, in consultation with the chairs of those sub-committees.

30. Confirm the re-appointment of any non-executive director/Trustee at the conclusion of their specified term of office having given due regard to their performance and ability to continue to contribute to the board in the light of knowledge, skills and experience required.

31. Agree those areas of the board’s work that need to be kept under strategic review; to support the board and Active Oxfordshire with strategic and planning input as requested; to agree and approve the strategic framework and review process on behalf of the board; to produce an annual strategic review and guidance report for the board and to oversee and support as requested the strategy development process.

32. Ensure Active Oxfordshire has a current, appropriate, relevant, supported, aligned and implemented strategic plan.

**Reporting responsibilities**

33. The sub-committee chair shall report to the board on its proceedings after each meeting on all matters within its duties and responsibilities.

34. The sub-committee shall make whatever recommendations to the board it deems appropriate on any area within its remit where action or improvement is needed.

35. The sub-committee shall produce a report to be included in the company’s annual report about its activities, the process used to make appointments and explain if external advice or open advertising has not been used. The report referred above should include a statement of the board’s policy on diversity, including gender, any measurable objectives that it has set for implementing the policy, and progress on achieving the objectives.

36. The sub-committee shall keep up to date and fully informed about strategic issues and commercial changes affecting Active Oxfordshire and the market in which it operates.

As agreed at the SNSC Meeting on 12/10/18.