

**UK ATHLETICS LIMITED**  
(the **Company**)

**Terms of Reference of the Athletics Appointments Panel**

Adopted by a resolution of the Board passed on 30<sup>th</sup> May 2018

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**1. Interpretation**

- 1.1 Terms defined in these terms of reference shall have the meaning given to them in the Company's articles of association (**Articles**), unless the context requires otherwise.
- 1.2 In the event of any inconsistency between these terms of reference and the Articles, the Articles shall prevail.

**2. Introduction**

- 2.1 The Athletics Appointments Panel (**Panel**) shall be established from time to time under the provisions of the Articles and these terms of reference and has the delegated authority of the Board only in respect of the functions and powers set out in these terms of reference.
- 2.2 The authority delegated to the Panel, and these terms of reference, may be amended or revoked by the Board at any time.

**3. Membership**

- 3.1 Subject to paragraph 3.3, the size and composition of the Panel, and the identity of the individual who shall act as chair of the Panel (**Panel Chair**), shall be determined by:
  - 3.1.1 the Chair of the Board; or (if the Chair of the Board is conflicted in accordance with paragraph 8.2 or otherwise unable to make such determination)
  - 3.1.2 the Senior Independent Director; or (if the Senior Independent Director is conflicted in accordance with paragraph 8.2 or otherwise unable to make such determination)
  - 3.1.3 the chair of the Human Resources Remuneration Committee; or (if the chair of the Human Resources Remuneration Committee is conflicted in accordance with paragraph 8.2 or otherwise unable to make such determination)
  - 3.1.4 the Board.
- 3.2 Subject to paragraph 3.3, the Panel shall comprise either three members or five members, determined in accordance with paragraph 3.1 with due consideration to the nature of the individual appointments to be considered by the Panel, as follows:
  - 3.2.1 *Panel of three members:*
    - (a) the Chair of the Board; and

- (b) two other Independent Non-Executive Directors selected on the basis of their skill and expertise in relation to the nature of the individual appointments to be considered by the Panel.

3.2.2 *Panel of five members:*

The Panel members described above, plus:

- (a) one other Independent Non-Executive Director selected on the basis of their skill and expertise in relation to the nature of the individual appointments to be considered by the Panel; and
- (b) one other individual selected on the basis of their skill and expertise in relation to the nature of the individual appointments to be considered by the Panel.

3.3 In relation to the appointment of a Chair of the Board, a Panel of five members shall be established in accordance with these terms of reference. Of those five members:

3.3.1 four members (being those referenced in paragraphs 3.2.1(a) (the Chair of the Board), 3.2.1(b) (two Independent Non-Executive Directors) and 3.2.2(a) (one other Independent Non-Executive Director)) and the identity of the Panel Chair (who must be an Independent Non-Executive Director) shall be determined in accordance with paragraphs 3.1 and 3.2; and

3.3.2 one member (being the individual selected in accordance with paragraph 3.2.2(b)) shall be determined by the Panel Chair appointed in accordance with paragraph 3.3.1 and shall ordinarily be the President of the UKMC.

**4. Panel Chair**

The Panel Chair shall be selected in accordance with paragraph 3.1. If the Panel Chair is unable to attend and/or chair a meeting of the Panel, he or she shall nominate the Panel Chair for that meeting of the Panel.

**5. Secretary**

5.1 The Company Secretary or his or her nominee shall act as the secretary of the Panel.

5.2 The secretary of the Panel shall keep a record of:

5.2.1 membership of the Panel; and

5.2.2 any person who, or firm which, provides professional advice or services to the Panel and the nature of the advice or services provided.

5.3 The secretary of the Panel shall minute the proceedings and resolutions of all Panel meetings, including the names of those present and in attendance and the existence of any conflicts of interest, and draft minutes of Panel meetings shall be circulated promptly to all members of the Panel. Once approved, minutes shall be circulated to all other members of the Board unless, in the opinion of the Chair of the Board, it would be inappropriate to do so.

**6. Proceedings of the Panel**

6.1 The quorum for meetings of the Panel shall be:

6.1.1 *Panel of three members:*

two members of the Panel, one of whom must be an Independent Non-Executive Director;

6.1.2 *Panel of five members:*

three members of the Panel, two of whom must be Independent Non-Executive Directors.

6.2 Only members of the Panel and (at the discretion of the Panel) the Company's Head of Human Resources or his or her nominee shall ordinarily attend Panel meetings. However, other individuals and external advisers may be invited by the Panel to attend for all or part of any meeting, as and when appropriate and necessary.

6.3 Meetings of the Panel shall be called by the secretary of the Panel at the request of the Panel Chair.

6.4 Meetings of the Panel may be held in any manner permitted by the Articles in respect of Board meetings.

6.5 Unless otherwise agreed by all members of the Panel or in the case of an emergency, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed, shall be forwarded to each member of the Panel and any other person invited to attend, no later than four working days before the date of the meeting. Supporting papers shall be sent to Panel members and other attendees, as appropriate, at the same time.

## **7. Duties**

7.1 The Panel shall, at all times in accordance with the Articles:

7.1.1 make recommendations to the Board on the appointment and removal of the Chair of the Board in accordance with Article 21;

7.1.2 make recommendations to the Board on the appointment and removal of the Chief Executive Officer in accordance with Article 22;

7.1.3 make recommendations to the Board on the appointment and removal of Board Appointed Directors in accordance with Article 23;

7.1.4 make recommendations to the UKMC Members on the appointment and removal of the President in accordance with Article 32 and the UKMC Election Regulations; and

7.1.5 make recommendations to the UKMC Members on the appointment and removal of the Vice-President in accordance with Article 33 and the UKMC Election Regulations.

7.2 In carrying out the duties outlined above, the Panel shall, at all times in accordance with the Articles, have regard to:

7.2.1 the balance of skills, knowledge, experience and diversity on the Board or the UKMC (as applicable) and, in the light of such evaluation, prepare a description of the role and capabilities required for a particular appointment to the Board or the UKMC. In identifying suitable candidates, the Panel shall:

- (a) conduct a rigorous search and selection process and, in the case of Board appointments only, use open advertising or the services of external advisers to facilitate the search;
- (b) consider candidates from a wide range of backgrounds; and
- (c) consider candidates on merit and against objective criteria and with due regard for the benefits of diversity on the Board or the UKMC (as applicable), including gender, taking care that candidates have enough time available to devote to the position;

7.2.2 succession planning for directors, taking into account the challenges and opportunities facing the Company, and the skills and expertise needed on the Board in the future;

7.2.3 the leadership needs of the Company, both executive and non-executive, with a view to ensuring the continued ability of the Company to compete effectively in the marketplace; and

7.2.4 any other matter referred to it by the Board, the Chair of the Board or the UKMC, whether in relation to the Board, the UKMC or otherwise, as appropriate.

7.3 The Panel shall ensure that, on appointment to the Board, the Chair of the Board and each of the Board Appointed Directors receives a formal letter of appointment setting out clearly what is expected of them in terms of time commitment, service on committees of the Board (if any) and involvement outside Board meetings.

## **8. Declaration of Interests**

8.1 All members of the Panel shall complete a declaration of interests form on their appointment and thereafter as directed by the Panel Chair, which shall be maintained in a register by the secretary of the Panel.

8.2 No member of the Panel may form part of the quorum or participate in the discussions or vote in relation to any matter (including, in particular, a vacancy for which they have applied or been proposed) in which they are directly or indirectly interested.

## **9. Confidentiality**

9.1 Any discussions are strictly confidential to the Panel meeting in which they were held and are not for disclosure to, or discussion with, any third parties unless prior written agreement has been given by the Panel or the Board.

9.2 All documents provided to members and participants in relation to Panel meetings are strictly confidential. These items are made available to Panel members and participants on a strictly confidential basis for use within the meeting to which they relate. They cannot be used in whole or in part, in any other context unless prior written agreement has been given by the Panel or the Board.

## **10. Reporting**

The Panel Chair or his or her nominee shall:

10.1 report formally to the Board on the Panel's proceedings after each meeting on all matters within its functions and powers;

10.2 report the recommendations of the Panel to the UKMC; and

10.3 inform UK Sport and/or Sport England of any appointment process used by the Panel in relation to the Board or the Chief Executive Officer.

**11. Other Matters**

The Panel shall:

11.1 be provided with access to sufficient resources in order to carry out its duties including, at the Company's expense, appropriate external legal or other professional advice on any matters within these terms of reference;

11.2 be entitled to seek any information it requires, by way of written request, from any employee or officer of the Company, in order to perform its duties; and

11.3 give due consideration to, and ensure compliance with, laws and regulations and any published guidelines, applicable governance codes (including the UK Sport and Sport England Code for Sports Governance, as in force from time to time) or recommendations applicable to the jurisdictions in which the Company operates.