
EMD UK Nominations Committee Terms of Reference

All working groups are responsible for addressing safeguarding issues within their working group remit. They are also responsible for reporting any concerns about child or vulnerable adult protection according to the guidelines detailed in the EMD UK Safeguarding Policy.

EMD UK is fully committed to the principles of equality of opportunity and is responsible for ensuring that no job applicant, employee, volunteer or member receives less favourable treatment on the grounds of age, gender, disability, race, ethnic origin, nationality, colour, parental or marital status, pregnancy, religious belief, class or social background, sexual preference or political belief. EMD UK will ensure that there will be open access to all those who wish to participate in all aspects of exercise, movement and dance activities and that they are treated fairly.

All working groups are responsible for addressing any issues of inequality within their working group remit.

Main Purpose

The committee shall:

- regularly review the structure, size and composition (including the skills, knowledge, experience and diversity) of the board and make recommendations to the board with regard to any changes
- give full consideration to succession planning for directors and other senior executives in the course of its work, taking into account the challenges and opportunities facing the company, and the skills and expertise needed on the board in the future
- 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
- keep up to date and fully informed about strategic issues and commercial changes affecting the company and the market in which it operates
- be responsible for identifying and nominating for the approval of the board, candidates to fill board vacancies as and when they arise
- 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
 - consider candidates from a wide range of backgrounds
 - 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
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- for the appointment of a chairman, the committee should prepare a job specification, including the time commitment expected. A proposed chairman'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.
 - 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
 - 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
 - review the results of the board performance evaluation process that relate to the composition of the board
 - review annually the time required from non-executive directors. Performance evaluation should be used to assess whether the nonexecutive directors are spending enough time to fulfil their duties
 - work and liaise as necessary with all other board committees. The committee shall also make recommendations to the board concerning formulating plans for succession for both executive and non-executive directors and in particular for the key roles of chairman and chief executive
 - propose suitable candidates for the role of senior independent director
 - propose membership of the audit and remuneration committees, and any other board committees as appropriate, in consultation with the chairman of those committees
 - re-appoint any non-executive director 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
 - review matters relating to the continuation in office of any director at any time including the suspension or termination of service of an executive director as an employee of the company subject to the provisions of the law and their service contract

- appoint any director to executive or other office

Membership

- The committee shall comprise of two directors and the CEO. The members of the committee shall be independent non-executive directors.
- Only members of the committee have the right to attend committee meetings. However, other individuals may be invited to attend for all or part of any meeting, as and when appropriate and necessary.
- Appointments to the committee are made by the board and shall be for a period of up to four years, which may be extended for further period of up to four years, provided the director still meets the criteria for membership of the committee.
- The board shall appoint the committee chairman who should be either the chairman of the board or an independent non-executive director. In the absence of the committee chairman 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. The chairman of the board shall not chair the committee when it is dealing with the matter of succession to the chairmanship.

Quorum

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

Frequency of Meetings

- The committee shall meet at least [twice] a year and otherwise as required

Minutes of Meetings

- A nominated person shall minute the proceedings and resolutions of all committee meetings, including the names of those present and in attendance.
- Draft minutes of committee meetings shall be circulated promptly to all members of the committee. Once approved, minutes should be circulated to all other members of the board unless in the opinion of the committee chairman it would be inappropriate to do so.

Reporting Responsibilities

- the committee chairman shall report to the board on its proceedings after each meeting on all matters within its duties and responsibilities
- the committee shall make whatever recommendations to the board it deems appropriate on any area within its remit where action or improvement is needed

Other Matters

The committee shall:

- have access to sufficient resources in order to carry out its duties, including access to the company secretariat for assistance as required
- be provided with appropriate and timely training, both in the form of an induction programme for new members and on an ongoing basis for all members
- give due consideration to laws and regulations, the provisions of the Code and the requirements of the UK Listing Authority's Listing, Prospectus and Disclosure and Transparency Rules and any other applicable rules, as appropriate
- arrange for periodic reviews of its own performance and, at least annually, review its constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the board for approval

Authority

- The committee is authorised by the board to obtain, at the company's expense, outside legal or other professional advice on any matters within its terms of reference