

## **NOMINATIONS COMMITTEE**

### **TERMS OF REFERENCE**

#### **1. CONSTITUTION**

- 1.1 The Board of Directors has established a committee of the Board known as the Nominations Committee. It is a Non-Executive committee and has no executive powers, other than those specifically delegated in these Terms of Reference. These Terms of Reference can only be amended with the approval of the Board of Directors.

#### **2 PURPOSE**

- 2.1 The Nominations Committee is a Committee of the Board and fulfils the role of the Nominations Committee for executive directors described in the Trust's constitution and the NHS Foundation Trust Code of Governance.
- 2.2 The Trust chairman and other non-executive directors and chief executive (except in the case of the appointment of a chief executive) are responsible for deciding the appointment of executive directors.
- 2.3 The appointment of a chief executive requires the approval of the Council of Governors.

#### **3. OBJECTIVES**

The Nominations Committee is responsible for:

- 3.1 Establishing a process to identify suitable candidates to fill executive director vacancies as they arise and making recommendations to the chairman, the other non-executive directors and Chief Executive. Recommendations in relation to the Chief Executive position will be to Non-Executive Directors only.
- 3.2 Considering nominations for executive directors and chief executive positions.
- 3.3 Annually reviewing the structure, size and composition of the board of directors and to make recommendations for change, where appropriate.
- 3.4 Evaluating the balance of skills, knowledge and experience of the board of directors and, in the light of this evaluation, preparing a description of the role and capabilities required for the appointment of executive directors and the chief executive.
- 3.5 Ensuring that appointments to the board of directors are based on merit and objective criteria as well as meeting the "fit and proper" persons test described in the Provider Licence.

- 3.6 Appointing a shortlisting and appointments panel for the appointment of executive directors and the chief executive.
- 3.7 Succession planning, taking into account the future challenges, risks and opportunities facing the Trust and the skills and expertise required on the Board to meet them.

#### **4. MEMBERSHIP AND ATTENDANCE**

##### **Members**

- 4.1 The committee will be comprised of the non-executive directors, chairman and chief executive (except in the case of appointment of a chief executive). **Interview panel membership** will be determined by the Nominations Committee who will appoint from its members a selection panel, with the addition of the chief executive, where executive director appointments are being made. It may invite others as suitably qualified advisors as it sees fit.

##### **Chair**

- 4.2 The Chair of the committee will be the Trust chairman or non-executive director as determined by the Nominations Committee of the Board.

##### **Attendees**

- 4.3 The Director of Human Resources (or representative) will attend in an advisory capacity.

##### **Quorum**

- 4.4 Business will only be conducted if the meeting is quorate. The Committee will be quorate with four Non-Executive Directors.
- 4.5 If the meeting is not quorate the meeting can progress if those present determine. However, no business decisions shall be transacted and items requiring approval may be submitted to the next Board of Directors meeting as an urgent item.

##### **Attendance**

- 4.6 The Chair will be expected to attend 100% of the meetings. Other Committee members will be required to attend a minimum of 80% of all meetings.

##### **Attendance by Officers**

- 4.7 The Committee will be open to the Trust Secretary to attend.
- 4.8 Other staff may be co-opted to attend meetings as considered appropriate by the Committee on an ad hoc basis.

## **Voting**

- 4.9 When a vote is requested, the question shall be determined by a majority of the votes of the members present. In the event of an equality of votes, the person presiding shall have a second or casting vote. Advisors to appointment panels do not have a vote.

## **5. FREQUENCY OF MEETINGS**

- 5.1 Meetings will be called as required by the Board of Directors but will meet at least annually to reviewing the structure, size and composition of the board of directors (paragraph 3.3).

## **6. AUTHORITY**

- 6.1 The Committee is authorised by the Board to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any member of staff and all members of staff are directed to co-operate with any request made by the Committee.
- 6.2 Reference should be made as appropriate, to the Standing Orders and Standing Financial Instructions of the Trust.
- 6.3 The committee may set up permanent groups or time limited working groups to deal with specific issues. Precise terms of reference for these shall be determined by the committee. However, Board Committees are not entitled to further delegate their powers to other bodies, unless expressly authorised by the Trust Board (Standing Order 5.5 refers).
- 6.4 The Committee is authorised by the Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience if it considers this necessary or advantageous to its work.

## **7 SERVICING ARRANGEMENTS**

- 7.1 A member of the Board Secretariat shall attend meetings and take minutes.
- 7.2 Agendas and papers shall be distributed in accordance with deadlines agreed with the Committee Chair.
- 7.3 Members will be encouraged to comment via correspondence between meetings as appropriate.
- 7.4 The Committee will maintain a rolling annual work plan that will inform its agendas and seek to ensure that all duties are covered over the annual cycle. The planning of the meetings is the responsibility of the Chair.

## **8. ACCOUNTABILITY AND REPORTING**

- 8.1 The Committee is accountable to the Board of Directors.
- 8.2 Chair reports will be provided to the Board of Directors to include: committee activity by exception; decisions made under its own delegated authority; any recommendations for decision; and any issues of significant concern.
- 8.3 Approved minutes will be circulated to the Board of Directors. Requests for copies of the minutes by a member of public or member of staff outside of the Committee membership will be considered in line with the Freedom of Information Act 2000.

## **9. RELATIONSHIPS WITH OTHER COMMITTEES**

- 9.1 Council of Governors' Nominations and Remuneration Committee

## **10. MONITORING EFFECTIVENESS AND REVIEW**

- 10.1 The Committee will provide an annual report outlining the activities it has undertaken throughout the year.
  - 10.2 A survey will be undertaken by the members on an annual basis to ensure that the terms of reference are being met and where they are not either; consideration and agreement to change the terms of reference is made or an action plan is put in place to ensure the terms of reference are met.
  - 10.3 The terms of reference will be reviewed and approved by the Board of Directors on an annual basis.
- 9.3 The Committee will report on an annual basis to the Board of Directors on the work it has undertaken in the year and describe its work in the Annual Report.

Date Approved by Board: April 2018