

# NOMINATIONS COMMITTEE

## TERMS OF REFERENCE

<p><b>Committee Status</b></p>	<p>The Nominations Committee (“the Committee”) is a committee of the Board of Directors and has no executive powers, other than those specifically delegated to it in these terms of reference. It is authorised to investigate any matter within its terms of reference and to be provided with the resources to do so. It also has the right of access to all information that it deems relevant to fulfil its duties and is authorised to seek any information it requires from any employee, and all employees are directed to co-operate with any request from the Committee.</p> <p>The Committee has delegated powers to obtain any outside legal or other independent professional advice (including that of executive recruitment advisors) and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.</p>
<p><b>Reporting</b></p>	<p>The Committee is accountable to the Board of Directors and the Committee Chair will report regularly on the Committee’s proceedings. The minutes of Committee meetings shall be formally recorded and made available to the Board of Directors. On an annual basis, the Committee will report on the work of the Committee for inclusion in the Annual Report.</p> <p>The Committee’s annual report will describe how the Committee has fulfilled its terms of reference and give details of any significant issues that the Committee has considered.</p>
<p><b>Purpose</b></p>	<p>The Committee has responsibility for executive director nominations and shall identify suitable candidates to fill executive director vacancies as they arise, and will make recommendations to the Chairman, the other Non-Executive Directors and, except in the case of the appointment of a Chief Executive, the Chief Executive.</p>
<p><b>Membership</b></p>	<p>The Committee shall be appointed by the Board of Directors and shall consist of four members made up as follows: The Trust Chairman, who will chair the meeting. The Chief Executive. At least two further Non-Executive Directors.</p> <p>In the absence of the Trust Chairman, another Non-Executive Committee member will Chair the meeting. Members will be expected to attend at least 80% of meetings per annum.</p>

<b>Attendees</b>	<p>The following are expected to attend each meeting:</p> <p>The Company Secretary, or nominee.</p> <p>The following may be invited to attend meetings:</p> <p>The Director of Workforce – to act in an advisory capacity.</p> <p>The Chairman may request the attendance of other Non-Executive Directors at any meeting.</p> <p>Other Trust officers will attend as required by the Committee. Meetings are not open to members of the public.</p> <p>Those in attendance do not count towards the quorum.</p> <p>No independent external advisor shall be a member, nor have a vote on the Committee.</p>
<b>Quorum</b>	<p>A quorum shall be made up of three members. No business shall be conducted unless a quorum is present.</p>
<b>Frequency of Meetings</b>	<p>Meetings shall be held at least 3 times a year, but may be held more frequently should circumstances require (to be determined by the Committee Chair).</p>
<b>Meeting Administration</b>	<p>Notice of meetings will be given at least seven working days in advance unless members agree otherwise.</p> <p>The agenda shall be determined by the Committee Chair in consultation with the Secretary. Items for inclusion on the agenda shall be submitted at least 7 working days prior to the meeting. The agenda and papers will normally be circulated at least five working days prior to the meeting.</p> <p>Committee business – as determined by the Committee Chairman - may be transacted with the use of electronic email; any decisions arising therefrom will be valid only if the response of all the Committee members is circulated to every member at that time. Such emails will be retained as part of the Committee's records, and details noted in the minutes of the following Committee meeting.</p>
<b>Minutes</b>	<p>The Company Secretary, or their nominee, shall record the minutes of meetings.</p>
<b>Committee Duties</b>	<p>To regularly review the structure, size, diversity and composition (including the skills, knowledge and experience) required of the Board and make recommendations to the Board with regard to any changes.</p> <p>To make recommendations to the Board for the appointment of Vice Chair of the Board of Directors, and Senior Independent Director, the latter being in consultation and with the approval of the Council of Governors.</p>

	<p>To give full consideration to and make plans for succession planning for the Chief Executive and other Executive Directors taking into account the challenges and opportunities facing the Trust and the skills and expertise needed on the Board of Directors to meet them in the future.</p> <p>To be responsible for identifying and nominating for appointment, candidates to fill posts within its remit as and when they arise.</p> <p>To be responsible for identifying and recommending a suitable candidate, for approval by the Council of Governors, to fill the position of Chief Executive, in line with the Foundation Trust Code of Governance.</p> <p>Before an appointment is made, to evaluate the balance of skills, knowledge, diversity and experience 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 for a wide range of backgrounds; consider candidates on merit against objective criteria.</p> <p>To consider whether suitable candidates meet the “fit and proper” persons test criteria described in the provider licence, and in guidance issued by the CQC regarding the appointments to senior positions subject to CQC regulations but whilst ensuring the Trust’s compliance with employment policies and practice.</p> <p>To consider any matter relating to the continuation in office of any Executive Director at any time including the suspension or termination of service of an individual as an employee of the Trust.</p> <p>To consider the engagement or involvement of any suitably qualified third party or advisers to assist with any aspects of its responsibilities.</p>
<p><b>Monitoring and Review</b></p>	<p>The Committee’s Terms of Reference, including membership, will be subject to annual review.</p> <p>The Committee will undertake an annual review of its performance, via self-assessment by its members and this will be reported, together with any agreed actions, to the Board of Directors.</p>

Approved by the Board of Directors on 29 January 2019