

## NOMINATIONS COMMITTEE

### TERMS OF REFERENCE

(Approved by the Board on 6 January 2016)

All powers and authorities exercisable by the Board, together with any delegation of such powers or authorities to any committee or individual, are subject to any limitations imposed by the Constitution or by Monitor or by the National Health Service Act 2006. Due regard will also be had to any Code of Governance issued from time to time by Monitor.

Any reference to “Director” shall be to formally appointed directors of the Trust Board and, unless otherwise specified, not to personnel who carry the word “Director” as part of their title.

#### 1. MEMBERSHIP

- 1.1 Members of the Committee shall be appointed by the Board and shall comprise all of the Non-Executive Directors, including the Chair, together with the Chief Executive, except that the Chief Executive shall not participate in any matters relating to her/ his own role.
- 1.2 Only members of the Committee have the right to attend Committee meetings. However, other individuals, including external advisers, may be invited to attend for all or part of any meeting, as and when appropriate.
- 1.3 The Board shall appoint the Committee Chairman who should be either the Chair of the Board or an independent Non-Executive Director. In the absence of the Committee Chairman or a deputy nominated by the Chairman and appointed by the Board (who shall also be an independent Non Executive Director), the remaining members present shall elect one of their number to chair the meeting. The Chair of the Board shall not chair the Committee when it is dealing with the matter of succession to the chairmanship.

#### 2. SECRETARY

- 2.1 The Company Secretary shall be Secretary to the Committee and shall attend all meetings and provide appropriate support to the Chairman and Committee members.
- 2.2 The Secretary's duties will include:
  - 2.2.1 agreement of the agenda with the Chairman, collation and circulation of papers;
  - 2.2.2 minuting the proceedings and resolutions of all meetings of the Committee including recording the names of those present and in attendance. Minutes shall be circulated promptly to all members of the Committee;
  - 2.2.3 keeping a record of matters arising and issues to be carried forward; and
  - 2.2.4 advising the Committee on pertinent areas.

### **3. QUORUM**

3.1 The quorum necessary for the transaction of business shall be three, two of whom must be independent Non-Executive Directors. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

### **4. FREQUENCY OF MEETINGS**

4.1 The Committee shall meet at least twice a year and at such other times as the Chairman of the Committee shall require.

### **5. NOTICE OF MEETINGS**

5.1 Meetings of the Committee shall be summoned by the Secretary of the Committee at the request of the Chairman of the Committee.

5.2 Unless otherwise agreed, 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 Committee and any other person required to attend no later than 5 working days before the date of the meeting. Supporting papers shall be sent to Committee members and to other attendees as appropriate, at the same time.

### **6. ANNUAL GENERAL MEETING**

6.1 The Chairman of the Committee shall attend the Annual General Meeting prepared to respond to any questions on the Committee's activities.

### **7. DUTIES**

7.1 The Committee shall:

7.1.1 regularly review the structure, size and composition (including the skills, knowledge and experience) required of the Board compared to its current position and make recommendations with regard to any changes;

7.1.2 give full consideration to succession planning for Directors, taking into account the challenges and opportunities facing the Trust, and what skills and expertise are needed on the Board in the future;

7.1.3 keep under review the leadership needs of the organisation, both executive and non-executive, with a view to ensuring the continued ability of the Trust to compete effectively in the marketplace; and

7.1.4 keep up to date and fully informed about strategic issues and commercial changes affecting the Trust and the market in which it operates;

7.2 The Committee shall also be responsible for:

7.2.1 identifying, shortlisting, interviewing and recommending for approval candidates to fill Executive Director (whether voting or non-voting) vacancies as and when they arise;

- 7.2.2 recommending for approval the reappointment of any Executive Director who becomes subject to the periodic reappointment cycle having due regard to their performance and ability to continue to contribute to the Board in the light of knowledge, skills and experience required; and
  - 7.2.3 any matters relating to the continuation in office of any Executive Director at any time including the suspension or termination of service of an Executive Director as an employee of the Trust subject to the provision of the law and their service contract.
- 7.3 The Committee shall also make recommendations to the Council of Governors concerning:
- 7.3.1 formulating plans for succession for Non-Executive Directors;
  - 7.3.2 the appointment of any Non-Executive Director;
  - 7.3.3 the re-appointment of 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 the knowledge, skills and experience required; and
  - 7.3.4 any matters relating to the continuation in office of any Non-Executive Director at any time including the suspension or termination of any Non-Executive Director.
- 7.4 The Committee shall also make recommendations to the Board concerning membership of the Audit and Remuneration Committees, in consultation with the Chair of those Committees.

## **8. REPORTING RESPONSIBILITIES**

- 8.1 The Committee Chairman shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.
- 8.2 The Committee shall make whatever recommendations it deems appropriate on any area within its remit where action or improvement is needed.
- 8.3 The Committee shall make a statement in the Annual Report about its activities.

## **9. OTHER MATTERS**

- 9.1 The Committee shall, at least once a year, review its own performance and Terms of Reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

## **10. AUTHORITY**

- 10.1 The Committee is authorised to seek any information it requires from any employee of the Trust in order to perform its duties.
- 10.2 The Committee is authorised to obtain, at the Trust's expense, outside legal or other professional advice on any matters within its Terms of Reference.