

# Nominations Committee Terms of Reference

<b>Document Owner: Director of Corporate Affairs</b>
<b>Related Documents:</b> Constitution NHS Code of Governance

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**1. Constitution**

The Committee is established as a Sub Committee of the Council of Governors. Its purpose is to establish and manage processes governing the appointment or re-appointment of the Chair and Non-Executive Directors, and to make recommendations to the Council of Governors, in consultation with the Board of Directors. The Committee will also oversee the process for the annual appraisal of the Chair and Non-Executive Directors; review the remuneration and terms and conditions of service applicable to the Chair and Non-Executive Directors; and make appropriate recommendations on these matters to the Council of Governors.

**2. Authority**

The Committee must act in accordance with the Constitution and be guided by the NHS Code of Governance and the latest reference guide for NHS FT Governors. It may seek independent advice following consultation with the Chief Executive, Chief People Officer, or Director of Corporate Affairs, in order to ensure that best practice is followed.

**3. Objectives**

The Committee will deliver the following objectives, along with any others that are assigned by the Council of Governors during the course of the year:

**3.1 Chair/Non-Executive Director vacancies**

- 3.1.1 To recommend and agree with the Council of Governors a process for nomination of a new Chair or Non-Executive Director.
- 3.1.2 To receive role description/s and person specification/s defining the role and capabilities required, from the Board of Directors.
- 3.1.3 To agree the arrangements for advertising / raising awareness of the post/s and ensuring a process of open competition (this may involve consideration of the appointment of a Head Hunter).
- 3.1.4 To arrange for shortlisting applicants against agreed criteria.

- 3.1.5 To appoint a Selection Panel, drawn from the Committee Members, and comprising not less than the required quorum, which will conduct the selection process, including formal interview, and make recommendations of the successful candidate/s to the Council of Governors for approval.

### **3.2 Re-appointments**

- 3.2.1 To make recommendations to the Council of Governors following receipt of confirmation from the Chair (in the case of NED re-appointments) and Senior Independent Director (in the case of the Chair's re-appointment) that the performance of the individual continues to be effective.
- 3.2.2 To undertake an interview with the individual concerned to inform any recommendation to the Council of Governors, if deemed necessary

### **3.3 Annual Appraisal of the Chair and Non-Executive Directors**

- 3.3.1 To oversee a process, agreed by the Council of Governors, for the annual appraisal of the Chair and the outcome of the Chair's annual appraisal will be reported to the Council of Governors. The Senior Independent Director will lead this process.
- 3.3.2 The Chair will conduct the annual appraisal of each Non-Executive Director and report to the Committee on each Non Executive Director's performance. The outcome of the appraisals will be reported to the Council of Governors.

### **3.4 Chair/Non-Executive Director Remuneration and Terms of Conditions**

- 3.4.1 To discuss and recommend an approach to remuneration, should NHSE guidance on Chair/NED remuneration structures change.
- 3.4.2 To discuss and recommend an approach to setting terms of conditions, based on guidance and advice from the Chief People Officer, and/or an appropriate external body.

### **3.5 Succession Planning**

- 3.5.1 To give full consideration to succession planning, taking into account the future challenges, risks and opportunities facing the Trust, and the skills and expertise required within the Board of Directors, specifically the Non-Executive Directors to meet them.
- 3.5.2 To review the structure, size, and composition of the Board of Directors, specifically the Non-Executive Directors and recommend changes where appropriate.

## **4. Equality and Diversity**

The Committee will have regard for the NHS Constitution and ensure that it complies with relevant legislation and best practice in the conduct of its duties.

## **5. Membership**

The Committee shall consist of:

- The Chair of the Foundation Trust
- Senior Independent Director
- Three Elected Public Governors
- One Elected Staff Governor
- One Appointed Governor

The Committee will be Chaired by the NHS Foundation Trust Chair. However, where the Chair has a conflict of interest, for example, when the Committee is considering the Chair's re-appointment or remuneration / terms of service, then the Chair shall withdraw from the meeting and the Committee will be chaired by the

Senior Independent Director. If the Senior Independent Director wishes to stand for the appointment of Chair, then the Committee will be chaired by another Non-Executive Director appointed by the Board of Directors.

The Chief People Officer will lead on discussions relating to remuneration of Non-Executive Directors.

## **6. Attendance**

Meetings of the Committee may, at the request of the Chair, be attended by:

- Chief Executive
- Chief People Officer
- Director of Corporate Affairs

Other officers of the Trust will be invited to attend as requested by the Committee.

Any Selection Panel may include an external facilitator who will act in an advisory capacity (non-voting), and, in line with the NHS Code of Governance, should also include one external assessor from NHS England and/or a representative from the ICB.

## **7. Conflicts of Interest**

Notwithstanding the definition of material interests applicable to Directors as set out in the constitution, due consideration of interests will be regularly monitored.

It will be for the Chair of the Committee to determine whether or not it is appropriate for Directors to be in attendance to advise on these matters. In such circumstances where that person is in attendance, he/she will not have a vote or participate in the decision of the Committee.

## **8. Quorum and Frequency**

The quorum shall be a minimum of three members of the Committee, at least two of whom shall be Governors.

The Committee will meet at least annually and then as required to fulfil its responsibilities, as determined by the Chair.

## **9. Reporting**

The minutes of all meetings shall be formally recorded.

The Chair will report on the proceedings of each meeting to the next meeting of the Council of Governors. This part of the meeting will be held in private i.e. not open to members of the public, when the names and details of individuals are being discussed.

The Chair will attend the Annual Members' Meeting to report on the activities of the Committee in the previous 12 months, including the announcement of any Non-Executive Director appointments/re-appointments made during the course of the year.

The Annual Report will describe the process followed by the Council of Governors to appoint the Chair and Non-Executive Directors.

## **10. Conduct of Committee Meetings**

The agenda and supporting papers will be sent out at least four working days prior to the Committee, unless there are exceptional circumstances authorised by the Chair.

Authors of papers must use the standard template and indicate the purpose of the paper – e.g. decision, discussion, assurance, approval.

Presenters of papers can expect all committee members to have read the papers and should keep to a verbal summary outlining the purpose of the report and its recommendations. Committee members may question the presenter.

**11. Performance Evaluation**

As part of the Council of Governors performance review process, the Committee shall review its collective performance as required.

**12. Review**

The terms of reference of the Committee shall be reviewed by the Council of Governors when requested but at least annually.