

## Board of Directors' Nominations Committee

### Terms of Reference

#### 1. Authority

- 1.1 The nominations committee is constituted as a standing committee of the foundation trust's board of directors. Its constitution and terms of reference shall be as set out below, subject to amendment at future board of directors' meetings.
- 1.2 The nominations committee is authorised by the trust's board of directors to act within its terms of reference. All members of staff are directed to co-operate with any request made by the nominations committee.
- 1.3 The nominations committee is authorised by the trust's board of directors to instruct professional advisors and request the attendance of individuals and authorities from outside the foundation trust with relevant experience and expertise if it considers this necessary for or expedient to the exercise its functions.
- 1.4 The nominations committee is authorised to obtain such internal information as is necessary and expedient to the fulfilment of its functions.

#### 2. Role

- 2.1 Regularly review the structure, size and composition (including the skills, knowledge and experience) required of the board and make recommendations to the board with regard to any changes.
- 2.2 Give full consideration to and make plans for succession planning for the chief executive and other executive board directors taking into account the challenges and opportunities facing the foundation trust and the skills and expertise needed on the board in the future.
- 2.3 Be responsible for identifying and nominating for appointment, candidates to fill posts within its remit as and when they arise.
- 2.4 Be responsible for identifying and nominating a candidate, for approval by the members' council, to fill the position of chief executive.
- 2.5 Before an appointment is made, evaluate the balance of skills, knowledge 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.
- 2.6 Consider any matter relating to the continuation in office of any executive board director at any time including the suspension or termination of service of an individual as an employee of the foundation trust.

2.7 To consider the engagement or involvement of any suitably qualified third party or advisers to assist with any aspects of its responsibilities.

### **3. Membership and attendance**

3.1 The foundation trust chairman will chair the committee.

3.2 All other non-executive directors shall be members of the committee.

3.3 The chief executive and head of operational human resources shall normally be invited to attend meetings in an advisory capacity.

3.5 Other members of staff and external advisers may attend all or part of a meeting by invitation of the committee chair where required.

### **4. Quorum**

4.1 The quorum necessary for the transaction of business shall be 3 members including the chair or senior independent director of the Trust.

### **5. Secretary**

5.1 The trust board administrator shall be secretary to the committee.

### **6. Frequency of meetings**

6.1 The committee shall meet at least once a year, normally in March.

### **7. Minutes and reporting**

7.1 The minutes of all meetings of the nominations committee shall be formally recorded.

7.2 The nominations committee will report to the full board of directors after each meeting.

7.3 The nominations committee shall ensure that information about the appointment or removal of members of the board of directors' are accurately reported in the required format in the foundation trust's annual report.

### **8. Performance evaluation**

8.1 The nominations committee shall review its collective performance and that of its individual members on a regular basis.

### **9. Review**

9.1 The terms of reference of the committee shall be reviewed by the board of directors at least annually.

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