

Nomination Committee

Appointed by Trust Board

Reports and accountable to the Trust Board

(Statutory)

Approved by the Trust Board on [...]

Overview

The Nomination Committee (the Committee) is a formally constituted Committee of the Board of Directors (Trust Board).

Summary of purpose and objectives

The Committee is required to put in place formal, rigorous and transparent procedure for the appointment of Executive Directors to the Trust Board.

Role and duties

- To keep under 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.
- To give full consideration to succession planning for all board members in the course of its work, taking into account the challenges and opportunities facing the Trust, and what skills and expertise are therefore needed on the Board in the future.
- Before any appointment is made by the Board, to evaluate the balance of skills, knowledge and experience on the Board and, in light of this evaluation, prepare a description of the role and capabilities required for a particular appointment. In identifying suitable candidates the Committee shall monitor the appropriate:
 - Use of open advertising or the services of external advisers to facilitate the search
 - Consideration of candidates from a wide range of backgrounds
 - Completion of eligibility checks and taking of references which have been found to be satisfactory
- To review the job descriptions of the director roles as required.
- To keep under review the leadership needs of the Trust, with a view to ensuring the continued ability of the organisation to deliver services effectively.
- To review annually the performance evaluation process for Executive Directors, ensuring it is fit for purpose and in line with national guidelines.
- To make recommendations to the Trust Board concerning formulation of plans for succession for Executive Directors

Responsibility/delegated authority

The Committee is authorised by the Board to investigate any activity within its terms of reference.

The Committee is authorised to seek any information it requires from any officer of the Trust, and all officers are directed to co-operate with any request made by the Committee.

Terms of Reference

The Committee may obtain whatever professional advice it requires (as advised by the Company Secretary), and may require Executive Directors or other officers to attend meetings.

Limitations of authority

Save as is expressly provided in the Terms of Reference, the Group shall have no further power or authority to exercise, on behalf of the Board, any of its functions or duties.

Accountability / reporting requirements

This Committee is accountable to the Trust Board.

Minutes will be prepared after each meeting of this Committee and circulated to members of the Committee and others as necessary.

The Committee will report to the Board after each meeting by way of the Chair of the Nomination Committee providing a verbal summary.

The Chair of the Committee shall draw to the attention of Trust Board any issues that require disclosure to the full Board, or require Executive action.

The Committee shall make a statement in the annual report about its activities and the process used to make appointments.

The Committee will draw to the attention of any other Committee or the Board, any issues which it believes requires that committee's consideration.

Membership

The Committee shall comprise the Chair of the Board, the Chief Officer (Chief Executive) and all Non-Executive Directors.

All appointments to the Committee shall be made by the Board.

The Board shall appoint the Committee Chair who should be either the Chair of the Board or an independent Non-Executive Director (i.e. shall not have been employed by the Trust in the three years preceding their appointment as Non-Executive Director).

In the absence of the Committee Chair and/or an appointed deputy, the remaining members present shall elect one of themselves to chair the meeting from those who would qualify under these terms of reference to be appointed to that position by the Board.

Only members of the Committee have the right to attend Committee meetings. However, other individuals may be invited to attend for all or part of any meeting as and when appropriate and where no conflict of interest exists.

Meeting requirements

Quorum

The quorum necessary for the transaction of business shall be four which must include the Chair, the chief officer and two Non-Executive Directors.

Invitees

The Company Secretary will attend meetings of the Committee.

Frequency of Meetings

The Committee shall meet at such times as the Chair of the Committee shall require as advised by the Company Secretary.

Administration of Committee

The Company Secretary shall minute the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance.

Agendas

The format and content of the agenda will be agreed by the Chair of the Committee.

Lead contact

Chair of the Committee

Monitoring effectiveness

The Company Secretary shall, at least once a year, review the performance, constitution and terms of reference of the Committee to ensure it is operating at maximum effectiveness in order to support the continual improvement of governance standards, committees, sub-committees and groups.

The Company Secretary shall produce an annual report to the Board of Directors detailing the results of the Committee Review and recommend any changes considered necessary for approval by the Board.

Review

The Terms of Reference of this Committee must be reviewed and subsequently approved by the Trust Board at least every two years.