

**Nominations & Appointments (Executive) Committee**

<b>TITLE</b>	<b>Review of Terms of Reference</b>
<b>EXECUTIVE SUMMARY</b>	<p>The Terms of Reference for the committee have been updated to more accurately reflect the purpose and objectives of the committee as a sub-committee of the Board.</p> <p>The main changes are to express more clearly:</p> <ul style="list-style-type: none"> <li>- the key responsibilities of the committee</li> <li>- the limits to authority of the committee</li> <li>- the reporting duties</li> </ul> <p>In addition it is proposed that a review of the terms of reference is changed from annually to three yearly. This is in reflection that the committee exists as a statutory requirement with a clear role, and also as the committee meets infrequently at most three to four times per year and therefore a very small number of meetings take place between each review.</p>
<b>ASSURANCE (RISK)/ IMPLICATIONS</b>	The review of the terms of reference is to ensure that the objective, roles and responsibilities of the committee reflect best practice and are up to date.
<b>STAKEHOLDER/ PATIENT IMPACT AND VIEWS</b>	Not applicable
<b>EQUALITY AND DIVERSITY ISSUES</b>	Not applicable
<b>LEGAL ISSUES</b>	The Trust is required to have a Nominations and Appointments committee to determine executive director roles and appointments or changes within those roles.
<b>The Committee is asked to:</b>	Review the proposed changes to the terms of reference and decide on amendments.
<b>Submitted by:</b>	Louise McKenzie Director of Workforce Transformation
<b>Date:</b>	21 November 2018

## **Nominations & Appointments (Executive) Committee**

### **Terms of Reference**

#### **Constitution**

The Trust Board hereby resolves to establish a sub-Committee of the Trust Board to be known as the Nominations Committee (The Committee).

#### **Authority**

The Nominations Committee is authorised by the Board to be responsible for ensuring that there is an appropriate balance of skills and experience on the Board and for recommending appointments to the Board. It is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Committee. The Committee is authorised to obtain legal or other independent professional advice and to secure the attendance of experts and external representatives or persons with relevant experience/expertise if it considers this necessary. The committee is accountable to the Board.

#### **Membership**

The membership of the Committee shall consist of:

1. Trust Chairman (Chair of committee)
2. Non Executive Director (Senior Independent Director)
3. Non Executive Director
4. Non Executive Director

When appointing Executive Directors other than the Chief Executive, membership will include

5. Chief Executive

In Attendance

6. Director of Workforce Transformation
7. Assistant Director of HR, Corporate Services (Secretary to the Committee)

Additional members will be co-opted as required for the purpose of providing advice and/or clarification to the Committee.

#### **Attendance**

Attendance at meetings is essential. In exceptional circumstances when a member cannot attend they must arrange for a fully briefed deputy of sufficient seniority to attend on their behalf. Members will be required to attend as a minimum 75% of the meetings per financial year.

The quorum necessary for the transaction of business shall be 3 members of whom at least one must be the Trust Chairman, and the Director of Workforce Transformation will normally attend. 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 invested in, or exercisable, by the Committee.

#### **Frequency and Conduct**

The Committee will meet a minimum three times a year and more frequently if necessary. Items for the agenda should be submitted to the Secretary a minimum of 10 days prior to the meeting with papers circulated one week in advance.

## **Key Responsibilities**

The primary purpose of the Nominations Committee is:

- To evaluate the structure, size and composition (including skills, knowledge, experience and diversity) required of the Executive Directors of the Board compared to its current position and make changes necessary to ensure effective delivery of Trust objectives and strategy
- Making use of the output of the Board evaluation process as appropriate and keep the leadership needs of the Trust under review to ensure continued ability of the Trust to operate in the health economy
- Be responsible for conducting Executive director appointments,
- Before any recruitment is commenced, evaluate the balance of skills, knowledge and experience of the Board and in light of this evaluation prepare a description of the role and capabilities required for a particular appointment.
  - Approve the procedure and documentation for the appointment of any executive director or Chief Executive
  - Make a recommendation to the Council of Governors on the appointment of the Chief Executive (it shall be for the Council to approve the appointment of any new Chief Executive)
- Give full consideration to succession planning to Chief Executive and other Executive Directors 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;
- In identifying suitable candidates the Committee shall as necessary:
  - Use open advertising and/or the services of external advisors to facilitate the search;
  - Consider candidates from a wide range of backgrounds; and
  - Consider candidates against objective criteria, taking care that appointees have enough time available to devote to the position
- Keep under review the leadership needs of the organisation, (in liaison with the Council of Governors for Non executive Directors), with a view to ensuring the continued ability of the Trust to compete effectively in the health economy, and deliver high quality patient care services;
- Keep up to date and fully informed about strategic issues and business changes affecting the Trust and the health economy in which it operates;
- Ensure that all directors meet the 'fit and proper persons test' of the general conditions of Monitor's provider licence and the CQC Regulations.
- With regard to Health and Social Care Act 2012 (Regulated Activities) Regulations 2014 Regulation: 5 Fit and Proper Persons Test: Directors the Nominations Committee shall be responsible for receiving and considering any information in relation to any current executive director who is reportedly not a 'fit and proper person' and decide on any action to be taken.
- Any matters relating to the continuation of office of any Director at anytime including suspension or termination of service of an Executive Director as an employee of the Trust, subject to Trust policies, the provision of the law and their service contract.

## **Reporting and Monitoring Responsibilities**

The actions taken will be recorded in the committee minutes, which will be copied to all members of the committee and named attendees. The committee will report in writing to the Board by submission of the committee minutes (sensitive confidential information will be redacted) presented by the chair of the Committee.

The Chair of the Committee shall draw to the attention of the Committee any issues that require disclosure to the Committee, or require executive action; the speed of communication should be proportionate to the seriousness and likely impact of the issue.

**Chair**

A Non-Executive Director shall act as the chair of the Committee. This will be the Chairman.

**Secretary**

The Assistant Director of HR, Corporate Services shall act as the secretary of the Nominations Committee.

**Permanency**

This is a permanent committee

**Papers**

Papers to be circulated 5 -7 days in advance of meetings

**Review**

Membership and terms of reference may only be changed with the approval of the Trust Board and will be reviewed and agreed annually every three years or as required.

The terms of reference shall be reviewed by the committee at least annually, and presented to the Board for ratification, where there has been a change. In addition to this the chair must ensure the committee carries out an annual assessment of how effectively it is carrying out its duties and make a report to the Board including any recommendations for improvement.

It will be the responsibility of the chair of the Nominations Committee to ensure that the committee carries out an assessment of the committee’s effectiveness annually, and ensure the outcome is reported to the Board of Directors along with any remedial action to address weaknesses. The chair will also be responsible for ensuring that the actions to address any areas of weakness are completed.

Approved by:	
Nominations Committee	28 November 2018
Trust Board	Date:
Next review date	28 November 2021