

# Nominations Committee (Council of Governors)

## Purpose

As per the Trust Constitution, the Council of Governors shall establish a committee of its members to be called the Nominations Committee to discharge those functions in relation to the appointment and removal of the Trust Chair and Non-Executive Directors and their remuneration and allowances and other terms and conditions. The committee should comply with Monitor's "Code of Governance" and Monitor's "Your statutory duties: a reference guide for NHS FT governors."

## Membership:

- Trust Chair
- 2 public
- 2 service user and carer
- 1 appointed
- 1 staff
- 1 any other governor

Members to be appointed by the Council of Governors with each member's re-appointment being subject to review after 3 years.

One of the public, service user and carer members shall be appointed Deputy Chair by the Council of Governors to chair the Committee on occasions when there is a potential conflict of interest if the Committee is chaired by the Trust Chair, with re-appointment as Deputy Chair subject to review after 3 years.

On those occasions where it is inappropriate for the Trust Chair to chair the meeting and the deputy chair is not present, a chair will be selected from those governors present with governors from the public, services users and carers constituencies taking precedent.

**In attendance** - Board Secretary  
(1 member of staff present)

The CE and / or the Director of Workforce may at the discretion of the Committee attend in an advisory capacity.

**Quorum** – any 4 members

**Deputies** - no deputies

## Key Outputs

As per appendix A.

## Time, Frequency & Duration

At least annually and at such other times as required to fulfil its duties as the Committee Chair shall decide.

Should the Chair of the Committee following a request from at least 3 of its members, decline to call a meeting then they shall have the right to requisition a meeting by notice to the Trust Secretary indicating the matter or matters to be discussed. The Trust Secretary shall then convene the meeting.

## Support Arrangements

Venue:	No fixed venue with teleconference arrangements where appropriate
Secretary:	Board Secretary
Agenda:	At least 1 week prior to formal meeting(s)
Minutes:	Draft within 1 week and agreed by Chair within 2 weeks
Papers:	Received 7 days prior to meeting. Circulated 7 days prior to meeting.

## Linkages to other meetings & groups

- Council of Governors

## Governance, rules and behaviours

- Compliance with the Constitution (which includes the Council of Governors standing orders), Monitor's Code of Governance and Monitor's Your Statutory Duties.
- Constitution includes that a member shall not disclose to any third party a matter dealt with by or brought before, the committee without the committee's permission until that committee has reported to the Council of Governors or has otherwise concluded action on the matter. Furthermore a member of the Committee shall not disclose any matter to a third party if the Council of Governors or committee resolves that it is confidential.
- Members will speak through the Chair, addressing the Chair using that title.
- Authority to seek any information it requires from any employee of the Trust in order to perform its duties and to obtain outside legal or other professional advice on any matters within its terms of reference.
- All members are expected to attend – absenteeism is an exception.
- Meetings will start and end on time.
- Papers to be presented are to have a maximum length of 4 sides of A4; a long document may be circulated for more detailed information where appropriate
- All blackberries and mobiles must be switched off unless expressly agreed by the Chair
- Authority to cancel meeting: Chair

## Standing agenda

As per schedule of Nominations Committee meetings

## Appendix A – Key Outputs

- 1 Criteria and process. Determine the criteria and process (Code B2.5) for the selection of candidates for Trust Chair or other Non Executive Directors (NEDs) having first consulted with the Board of Directors (Code B2.7) and having regard to such views as may be expressed by the Board of Directors. Note Code B2.1 refers to succession planning.
- 2 Short list of suitable candidates. Seek by open advertisement and other means candidates for office to assess and select for interview such candidates as are considered appropriate and in doing so the Committee shall be at liberty to seek advice and assistance from persons other than the members of the Committee or Council of Governors, e.g. Search Adviser. Ensuring they can pass the CQC Fit and Proper Person Test (Code B2.2).
- 3 Recommendation(s) for appointment. After interviewing, make recommendation to the Council of Governors as to potential candidates for appointment as Trust Chair or other NED.
- 4 Recommendation(s) for remuneration and allowance and other terms and conditions. Consider and make recommendations to the Council of Governors as to the remuneration and allowances and other terms and conditions of office of the Trust Chair and other NEDs. Levels of remuneration for the Trust Chair and other NEDs should reflect the time commitment and responsibilities of their roles. Note Code D1.1 refers to performance related pay, D1.2 refers to time commitment to be reflected in remuneration and D2.3 refers to the requirement to market test remuneration levels every 3 years.
- 5 Recommendation(s) for removal. Investigate the matter including any allegations against the Trust Chair or NED, where appropriate, following the steps and principles outlined in Monitor's Your Statutory Duties, and in particular legal advice on the legality of any removal and the process for it should be sought throughout. The Committee should present its findings on the investigation and consultation to the Council of Governors.
- 6 Reporting. The Committee Chair shall report to the Council of Governors on its proceedings after each Nominations Committee meeting on all matters within its duties and responsibilities. Where the Committee is reporting the names of selected candidates this will be conducted in private session, after the exclusion of the press and public, to allow a governor the opportunity to make a comment which might be inappropriate in the setting of a public meeting.
- 7 Annual performance appraisal. Determine the process and receive (i) the appraisal of the Trust Chair from the Senior Independent Director and (ii) the continuing effectiveness of each NED from the Trust Chair. Note the role of the SID per the Code A4.2 and B6.3 and the need for appraisal prior to re-appointment (B7.1).

In exercising its powers relating to the appointment of the Trust Chair and NEDs, the Committee shall follow the principles outlined in Monitor's Your Statutory Duties, including:

- Ongoing review of job role and person specification defining the role and capabilities required including an assessment of the time commitment expected, recognising the need for availability in the event of emergencies (Code B3.1)
- Consideration of his / her other significant commitments. (Code B3.1)
- Ensure that the independence criteria set out in Monitor's Code of Governance is satisfied. (Code A3.1 and B1.1)
- Length of tenure as specified per the Code of Governance (Code B.7.1 and B.7.4)
- Where a reappointment, consider the outcome of the annual performance appraisal, any changes in the candidates other significant commitments and the opportunity to refresh the Board of Directors.
- Where an appointment, consider the appropriateness of obtaining external advice and support – note approval for recruitment is delegated from the Council of Governors through these terms of reference.

When considering the appointment or re-appointment of NEDs, the views of the Chair and the Board of Directors should be taken into account on the qualifications, skills and experience required for each position in order to identify suitable candidates and regularly review the structure, size and composition of the Board and make recommendations for change where appropriate (Code B2.3).

## Sub-groups

None

## Monitoring

The committee will review its performance annually against its Terms of Reference.

Date approved by Council of Governors: 12 November 2015

Date of Assessment against Terms of Reference: As per schedule of Nominations Committee meetings