

NOMINATIONS COMMITTEE

TERMS OF REFERENCE

Reports to: Council of Governors

Membership:

Seven Governors, including the Lead Governor (ex officio) (of whom two must be Patient/Public Governors). If any Governor member is seeking appointment as a Non-Executive Director or Chair, they will withdraw from the process and will be replaced by another Governor.

Four members of the Committee, including the Lead Governor (of whom 1 will be a public or patient governor) will constitute an interview panel with the support of Trust staff and external advisors as deemed necessary.

The Chair of the Trust will chair the committee, except where the appointment is for a successor to the Chair of the Trust, in which event the Committee will be chaired by an independent Non-Executive Director.

Attendance at meetings:

In accordance with paragraph 5 of Standing Orders for the Council of Governors, the Council may appoint other persons who are not members of the Trust to serve on the committee.

The committee will be supported by the Chief Executive, Director of Human Resources and Organisational Development, the Company Secretary and/or other Trust staff and Board members.

Purpose of the committee:

The committee has no executive powers, and exists to advise and assist the Council in achieving its functions.

On behalf of the Council of Governors, the Committee will:

- Regularly review the structure, size and composition of the Board of Directors and make recommendations for changes where appropriate. The Committee will monitor the termination of office dates of Non-Executive Directors and recommend timetables for the appointment of successor candidates complying with Standing Orders 8 and 9.
- Be responsible for the identification and nomination of the Chairman and Non-Executive Directors, determine and administer the selection and recruitment process for the appointment of the Chair and Non-Executive Directors of the Trust and, following formal interview, recommend the preferred candidate or candidates to the Council of Governors for appointment. The Committee will consider and agree recommendations as to job descriptions and person specifications for Chair and Non-Executive Director posts, which relate to the strategic needs of the Trust, the Board and its Committees. The Committee will ensure that all posts are advertised publicly and openly and that the appointment procedure at all times complies with the Trust's policies, standards and general procedures on recruitment and selection.

- Consider the remuneration and terms and conditions of the Chair and Non-Executive Directors drawing upon external advice as appropriate and making recommendations to the Council of Governors for approval.
- Monitor the performance of the Chair and Non-Executive Directors and make recommendations to the Council of Governors on reappointment or removal. The Committee will receive reports annually on the performance of the Chair and Non-Executive Directors, and report to the Council of Governors that the appraisal process has been completed successfully.
- Assist the Chair in providing induction and professional development for non-executive directors.

In carrying out these tasks, the committee will ensure that the principles of equality and diversity are applied.

The committee will:

<i>Liaise with:</i>	Other committees as necessary.
<i>Meet:</i>	As required but at least annually
<i>Be quorate with:</i>	Three members