

## **Nominations Committee** for the appointment of non executive directors **Terms of Reference**

### **1. Function**

- 1.1. To identify suitable candidates for vacant Chair and non executive directors posts and present recommendations to the Council of Governors for appointment by majority vote at a general meeting.

### **2. Scope of Responsibility**

- 2.1. The Board of Directors will inform the Nominations Committee of the skills and experience required for non executive directors which will give consideration to the strategic priorities of the Trust. The Board of Directors may work with an expert external organisation to do this.
- 2.2. The Nominations Committee will evaluate the balance of skills, knowledge and experience on the Board and, in the light of this evaluation, agree a description of the role and capabilities required for any particular appointment of non executive directors, including the Chairman.
- 2.3. The Nominations Committee will report role descriptions, process for appointment and approved candidates (no more than 5 for each post) to the Council of Governors.

### **3. Membership of the Group**

- 3.1. The Nominations Committee will comprise the Chair of the Foundation Trust (or the Vice Chair unless they are standing for appointment, in which case another non-executive director, when a Chair is being appointed), two elected Governors and one Appointed Governor. The chair of another Foundation Trust or NHS Trust may be invited to act as an independent assessor to the Nominations Committee.
- 3.2. No one other than the Chair and members of the Nominations Committee is entitled to attend but others may be invited to advise members.

#### **4. Accountability**

4.1. The Nominations Committee is a sub-committee of, and accountable to, the Council of Governors

#### **5. Frequency of meetings**

5.1. Meetings will be held as often as required to facilitate the appointment of non executive directors at a general meeting prior to the announcement of these appointments at the annual general meeting, or by a deadline that satisfies the Trust's terms of authorisation.

#### **6. Agenda items**

6.1. Agenda items should be submitted 10 days in advance of the meeting to the Trust Secretary who will subsequently ratify the next agenda with the Chair.

#### **7. Lead Director**

7.1. The Chair is the lead director for the Nominations Committee unless the Chair is standing for appointment (ref: 3.1)

#### **8. Communication**

8.1. In order to ensure effective communication, the Trust Secretary will act as the central point of contact for the Nominations Committee.

#### **9. Review**

9.1. These terms of reference will be reviewed annually after initial approval by the Council of Governors.