

Nominations Committee

Terms of Reference

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Terms of Reference for the Nominations Committee

A. Overall aim or purpose:

The Trust Board hereby resolves to establish a Committee of the Board to be known as the Nominations Committee. The overall aim of the Committee is to review the structure, size and composition of the Board and, where necessary, be responsible for identifying and nominating for appointment candidates to fill posts within its remit.

B. Key objectives:

The Nominations Committee's key objectives are to:

- regularly review the structure, size and composition (including the skills, knowledge and experience) required by the Board and make recommendations to the Board with regard to any changes;
- give full consideration to, and make plans for, succession planning for the Chief Executive and other Director posts taking into account the challenges and opportunities faced by the Trust and the skills and expertise needed on the Board in the future;
- identify and nominate for appointment candidates to fill Director-level posts (including the Chief Executive);
- evaluate the balance of skills, knowledge and experience on the Board, and in the light of this evaluation, prepare a description of the role and capabilities required for a particular appointment; and
- consider the use of external advisers to facilitate an executive search and consider candidates from a wide range of backgrounds and against objective criteria.

C. Chair:

The Nominations Committee shall be chaired by the Trust Chair and in his/her absence, by the Deputy Chair.

D. Members:

The membership of the Committee will consist of all Non Executive Directors of the Trust Board.

E. Accountable to:

The Nominations Committee is accountable to the Board. The minutes of the Nominations Committee shall be formally recorded and submitted to the Trust Board.

F. Accountable for:

There are no formal lines of accountability between the Nominations Committee and other Trust Committees. The Nominations Committee interacts with other Trust Committees through cross attendance.

G. Roles

Minutes and administration of the meetings is undertaken through the office of the Director of Human Resources.

H. Frequency of Meetings:

Meetings will be held at least twice a year, or more frequently when a vacancy arises.

I. Quorum:

A quorum will be three Non Executive Directors, one of which shall be the Trust Chair or Deputy Chair.

J. Record Keeping:

Archives of minutes and papers relating to the Nominations Committee will be maintained by the Director of Human Resources.

K. Lifespan of meeting:

The Nominations Committee is a standing committee of the Trust Board. It will continue to meet in accordance with these Terms of Reference until the Trust Board determines otherwise.

L. Other matters: attendance

The Chief Executive, Director of Human Resources and other Directors or members of staff will be invited to attend where appropriate. The Committee may choose to invite external organisations and individuals to present issues and reports from time to time.