

Nominations Committee Terms of Reference

A. Overall aim or purpose:

The Council of Governors hereby resolves to establish a Committee to be known as the Nominations Committee. The overall aim of the Committee is to assist in the process of appointment of Non-executive Directors (including the Chair).

B. Key objectives:

The Nominations Committee's key objective is to make recommendations to the Council of Governors on the appointment of Non-Executive Directors (including the Chair).

C. Specific areas of responsibility:

The duties of the Committee will include the following:

- on expiry of the initial Non-executive Directors' current term of appointment, to consider whether to recommend to the Council of Governors to re-appoint each or any retiring Non-executive Director;
- to ask the Board of Directors to identify suitable candidates if the Council of Governors does not make a re-appointment;
- to consider suitable candidates identified by the Board of Directors;
- to ensure plans are in place for the orderly succession for appointments to the Board; and
- to make recommendations to the Council of Governors on each appointment taking into account the job description and person profile drawn up by the Board of Directors.

D. Chair:

The Chair of the Trust will be appointed as the Chair of the Committee, unless circumstances relate to his/her initial term of appointment. In the absence of the Chair, the meeting will elect a Chair for the purpose of the meeting.

E. Members:

The Committee will consist of five members comprised of three Governors and two members of the Board of Directors (at least one of whom will be a Non-executive Director). Membership of the Committee will be disclosed in the Annual Report.

F. Accountable to:

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

G. Accountable for:

There are no formal lines of accountability between the Nominations Committee and other Governor Committees.

H. Roles

The duties of the Chair of the Committee will be to:

- ensure that the Governors are informed as to the deliberations of the Committee;
- ensure that minutes of the Committee are an accurate reflection of discussions;
- attend or designate another member of the Committee to attend public meetings of the Council of Governors as appropriate, to answer any questions related to the work of the Committee; and
- submit a report on the work of the Committee to the Council of Governors and Trust Board.

Minutes and administration of the meeting are undertaken through the Trust Secretary.

I. Frequency of Meetings:

The Nominations Committee will meet as required, at a place and time determined by the Committee.

J. Frequency of Attendance:

Members of the Committee will be expected to attend all meetings, unless there are exceptional circumstances. Attendance will be monitored by the Trust Secretary.

K. Quorum:

Three members of the Committee will constitute a quorum, with a minimum of two Governors and one Director making up the quorum. The Chair of the Committee will have a casting vote if necessary.

L. Record Keeping:

Archives of minutes and papers relating to the Nominations Committee are available from the Membership office.

M. Lifespan of meeting:

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

N. Other matters: attendance

The Chief Executive and/or other members of the Trust may be invited to attend meetings as the Chair of the Committee may decide. The Trust Secretary or Deputy Trust Secretary will be in attendance at all meetings. The Committee may have an independent assessor in attendance if appropriate, as agreed by the Committee.

O. Monitoring arrangements

All elements of the Nominations Committee Terms of Reference will be monitored annually by the Trust Secretary and reported in the Council of Governors and through its Annual Report to the Trust Board.