

Council of Governors – Nomination Committee
Ratified 26 February – one amendment agreed 2 April 2020

Terms of Reference

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Job title of author:	Corporate Governance Manager and Deputy Trust Board Secretary
Job title of responsible Director:	Chair of the Council of Governors Chair of the Trust
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Amendment Summary:	
<p>1: Annual review of the Terms of Reference</p> <p>2. Transfer onto the new Trust template as outlined in the Care Trust Integrated Governance Guide</p> <p>3. Composition of the Committee updated inline with discussion at the Council of Governors meeting on 12 December 2019 where it was agreed that three Governors would form part of the Committee; and to outline that being a member of this Committee is a duty for the Lead Governor or Deputy Lead Governor</p> <p>4. Quoracy updated to outline the minimum number of Governors required</p> <p>5. Deputies updated to show that any Governor can form part of the Committee if one of the Committee members is not available to attend a formal meeting.</p> <p>6. Revision made to the composition of the Group to ensure the document is inline with the Trust Constitution.</p>	

1 Name of Group

Council of Governors Nomination Committee.

2 Composition of the Group

The Committee will consist of **five members comprised** of three Governors, one of whom will be the Lead Governor, or the Deputy Lead Governor should the Lead Governor be unavailable; **and two members of the Board of Directors (at least one**

shall be a Non-Executive Director). Membership will be disclosed in the Annual Report and Accounts.

Membership of the Committee shall be reviewed annually. Governors wishing to express an interest in joining the Committee shall discuss their nomination with the Lead Governor and Chair of the Trust.

The Director of Corporate Affairs, as the Trust Board Secretary, shall attend each meeting and provide appropriate advice and support to the Chair of the Trust and Council members. The Corporate Governance Manager as the Deputy Trust Board Secretary will be in attendance at attend each meeting.

Members of the Council of Governors must ensure that wherever possible they attend every Council meeting. Attendance will be monitored by the Corporate Governance Manager and Deputy Trust Board Secretary, who will act accordingly by means of escalating appropriate information to the Chair of the Trust as it arises.

3 Quoracy

No business shall be transacted at a meeting unless at least two Governors are present. If a Governor has been disqualified from participating in the discussion on any matter and/or from voting on any resolution by reason of the declaration of a conflict of interest he/she shall no longer count towards the quorum. The Chair of the Committee will have a casting vote if necessary. **Another Governor can be invited to attend a Committee meeting in the absence of a Committee member.**

Chair: The Chair of the Trust will be the Chair of the Committee. In the absence of the Chair, those present at the meeting will elect a Deputy Chair for the purpose of the meeting from the Governors.

Deputies: For quoracy purposes, another Governor can be invited to attend a Committee meeting in the absence of a Committee member.

Non-quorate meeting: Non-quorate meetings may go ahead unless there has been an instruction from the Chair not to proceed with the meeting. Any decisions made by the non-quorate meeting must be reviewed at the next quorate meeting.

4 Meetings of the Committee

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

A full set of papers comprising the agenda, minutes of the previous meeting and associated reports and papers will be sent to all Governors in a timely manner.

Urgent meeting: Any governor may, in writing to the Chair, request an urgent meeting. The Chair will normally agree to call an urgent meeting to discuss the

specific matter unless the opportunity exists to discuss the matter in a more expedient manner.

Minutes: Corporate Governance shall ensure the minutes of the meeting are taken.

5 Authority

Establishment: The Trust shall establish a Nomination Committee to support the Council of Governors to fulfil some of its duties. The Council of Governors is established in accordance with the requirements of the NHS Act 2006, and paragraph 11 of its Constitution.

Powers: Its powers are detailed in the NHS Act 2006; Monitor (NHS Improvement's) NHS Foundation Trusts' Code of Governance; and the Trust's Constitution.

Cessation: 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.

6 Role of the Group

6.1 Purpose of the Group

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).

6.2 Guiding principles for members (and attendees) when carrying out the duties of the Nomination Committee

In carrying out their duties, members of the Committee and any attendees must ensure that they act in accordance with the values of the Trust which are:

- we care
- we listen
- we deliver.

Governors must also abide by the "Council of Governors' Code of Conduct which all Governors will sign as part of their induction.

6.3 Duties of the Committee

The Council of Governors will be required to carry out a number of statutory duties under the NHS Act 2006 (as amended by the Health and Social Care Act 2012). 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).

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 reappoint 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 reappointment
- 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
- 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.

7 Relationships with other groups and committees



8 Duties of the Chair

The Chair of the Nominations Committee shall be responsible for:

- agreeing the agenda with Corporate Governance with support from the Director of Corporate Affairs (as the Trust Board Secretary)
- directing the meeting ensuring it operates in accordance with the Trust's values whilst ensuring all attendees have an opportunity to contribute to the discussion
- giving direction to the Corporate Governance Manager and Deputy Trust Board Secretary acting as the meeting Secretariat, and reviewing the draft minutes
- ensuring the agenda is balanced and discussions are productive
- ensuring sufficient information is presented to the Board of Directors in respect of the matters discussed by the Committee.

9 Reviews of the terms of reference and effectiveness

The Terms of Reference shall be reviewed by the Corporate Governance Manager and Deputy Trust Board Secretary annually with recommendations presented to the Council of Governors for ratification.