

**Nominations Committee  
Terms of Reference**

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<b>Amendment Summary (changes highlighted in red):</b>	<p>B: additional reference to diversity; and confirmation of fit and proper person requirements added.</p> <p>B: additional reference to joint appointments with local partner organisations.</p> <p>G: reference to the Corporate Governance Team added.</p> <p>H: reference to virtual meetings added.</p> <p>J: reference to the Corporate Governance Team added.</p>

## 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, **including options for any joint appointments with other local partner organisations;**
- identify and nominate for appointment candidates to fill Director-level posts (including the Chief Executive), **taking into account the background and diversity of candidates against agreed, objective criteria;**
- **ensure that proposed appointees meet the "fit and proper person test", and confirm their awareness of the circumstances which would prevent them from holding office;**
- 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;
- consider the use of external advisers to facilitate an executive search and consider candidates from a wide range of backgrounds and against objective criteria; and
- consider the training and induction programmes in place for Board members to ensure they have the appropriate experience and skills.

### 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 Corporate Governance Team.**

**H. Frequency of Meetings:**

Meetings will be held at least once a year, or more frequently when a vacancy arises. **and as and when circumstances dictate the Committee may 'meet virtually', provided that the quorum requirements referred to below are met.**

**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 Corporate Governance Team.**

**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.

