

Nominations Committee Terms of Reference

1. Constitution

1.1 The Nominations Committee (the 'Committee') is a formally established committee of the Board of Directors (the 'Board') of Frimley Health NHS Foundation Trust (the 'Trust').

2. Purpose and Duties

The primary purpose of the Nominations Committee is to lead the process for appointments, ensure plans are in place for orderly succession to the board and oversee the development of a diverse pipeline for succession.

Duties

- 2.1 Regularly review the structure, size and composition (including the skills, knowledge, experience and diversity) of the Board and make recommendations to the Board with regard to any changes.
- 2.2 To identify any missing skills on the Board, and to incorporate them into the job descriptions and person specifications for director posts. To agree and recommend to the Board job descriptions and person specifications for all director vacancies.
- 2.3 To agree (and recommend to the Non-Executive Directors (NEDs) on the Board) the recruitment and selection arrangements for the Chief Executive and Executive Director posts, including the setting up of an Appointments Panel.
- 2.4 To liaise with the Non-Executive Director Performance and Remuneration Committee (NERC) of the Council of Governors concerning Chairman and NED appointments and terms of office.
- 2.5 To decide if external consultants should be appointed to assist in the recruitment process, to interview suitable agencies and to select accordingly.
- 2.6 To agree who should sit on the Appointments Panel, and in the case of the recruitment of the Chairman and NEDs to follow the NERC's lead on governor representation.
- 2.7 Recommend the appointment of the Chief Executive (subject to the approval of the Council of Governors) or other Executive Director to the other Non-Executive Directors on the Board of Directors.
- 2.8 Ensure plans are in place for orderly succession to the Board and oversee the development of a diverse pipeline for succession, taking into account the challenges and opportunities facing the organisation, and the skills and expertise needed on the Board in the future.

3. Authority

- 3.1 The Committee has delegated powers to progress the identification of candidates for appointment as Directors, working through the Appointments Panel and with the support of external consultants, if appointed. The Committee has no authority to offer the position to any candidate.
- 3.2. In the case of an Executive Director, the appointment is formally made by the Chairman, the other Non-Executive Directors, and – except in the case of the appointment of the Chief Executive – by the Chief Executive Officer, on the recommendation of the Nominations Committee.
- 3.3 In the case of the Chairman and the other NEDs, the appointment is formally made by the Council of Governors, on the recommendation of the NERC.

4. Reporting

The minutes of Nominations Committee meetings shall be formally recorded by the Company Secretary and submitted to the private Board, with a copy being submitted to the NERC for NED appointments. A summary of the minutes of each meeting will be included in the next public board agenda.

5. Membership

- 5.1 The Committee comprises the Chairman, the Senior Independent Director, at least one other Non-Executive Director and the Chief Executive Officer.

The Committee receives advice from the Director of People who will be invited to attend as required.

When the Trust is recruiting a NED, the Lead Governor of the Council of Governors and at least two other Governors, who would usually be members of the NERC, will be invited to join the Committee; the Governors invited to join the Committee will be selected by the NERC.

- 5.2 The Chairman of the Trust will chair the Committee, unless the Trust is seeking to appoint a new Chair, in which case the Committee will be chaired by the Senior Independent Director ('SID'). In the absence of the Chairman or the SID, the remaining members present shall elect one of the NEDs to chair the meeting.
- 5.3 Each member of the Committee discloses to the Committee:
 - (a) Any conflict of interest
 - (b) Any personal financial interest in any matter to be decided by the Committee

Any such member shall refrain from discussions concerning such matters and, if requested by the Committee Chair, will leave the meeting for the duration of the discussion.

- 5.4 The Chairman of the Trust will not attend discussions when the recruitment of a new Chair is being considered; the Chief Executive Officer will not attend discussions when the recruitment of a new CEO is being considered.
- 5.5 Only members of the Committee have the right to attend Committee meetings. However, other individuals, including external advisors, may be invited to attend all or part of any meeting, as and when appropriate.
- 5.6 The membership will be reviewed annually by the Committee and the Board to ensure it is still appropriate. Attendance records will be kept and published in the Trust's Annual Report. The Chairman, or in his absence the Senior Independent Director, is required to attend each meeting; the Chief Executive Officer should also attend each meeting other than meetings to recruit a new chief executive officer. Where possible, to ensure continuity, committee members are required to attend all meetings relating to recruitment exercises.

6. Quorum

- 6.1 The quorum necessary for the recruitment of an executive director other than the CEO shall be the Chairman and two other non executive directors, plus the Chief Executive Officer; in the absence of the Chairman, the quorum shall be three NEDs, including the SID, present in person or by telephone.
- 6.2 The quorum necessary for the recruitment of the CEO shall be the Chairman and two other non executive directors; in the absence of the Chairman, the quorum shall be three NEDs, including the SID, present in person or by telephone.
- 6.3 The quorum necessary for the recruitment of a non-executive director, other than the Chairman, shall be the Chairman and two other non executive directors, the Chief Executive Officer, and three publicly elected Governors.
- 6.4 The quorum necessary for the recruitment of the Chairman, shall be three non executive directors, one of whom should be the Senior Independent Director, the Chief Executive Officer and three publicly elected Governors. In the absence of the Senior Independent Director, a third non executive director should attend the meeting.
- 6.5 The quorum necessary for all other meetings of the Committee shall be a minimum of two members of the Committee, present in person, virtually or by telephone.
- 6.6 A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by, the Committee.

7. Frequency and Notice of Meetings

- 7.1 The Committee will meet at least annually to consider succession plans, including the planned retirement schedule of the Directors and to consider any skill gaps on the Board identified by the PRC and if/how these skills can be incorporated into any forthcoming job specifications. Further meetings will be arranged as necessary.

- 7.2 Members of the Committee will be notified of each meeting confirming the venue, the time, date and duration no later than one month before the meeting.
- 7.3 An agenda and all supporting papers will be sent (electronically or in hard copy) to each Committee member, and any other person required to attend, usually no later than five working days before the date of the meeting. Where an external adviser has been retained, the adviser may circulate the papers to the members of the Committee.
- 7.4 Extraordinary meetings of the Committee may be called at short notice with the agreement of the Committee Chair.

8. Conduct of Business

The Committee will conduct its business as it thinks fit. Decisions of the Committee will be a majority decision. In the case of equality of votes, the Chair of the Committee will have a second or casting vote or can decide to refer the matter to the Board for its consideration. In the case of the recruitment of the Chair of the Trust or of a Non Executive Director, the Chair of the Committee must have regard to the views of the Governors working with the Committee.

9. Other

- 9.1 The Committee will, at least once a year, consider its own performance, its membership and its terms of reference to ensure it is operating to maximum effectiveness and recommend any changes to the Board for approval.
- 9.2 The Committee may make recommendations to the Board it deems appropriate on any matter arising under its terms of reference.

Reviewed: April 2022

Date approved by the Board of Directors: 6 May 2022

Next Review Date: **March 2023**