

Terms of Reference - Nominations and Appointment Committee – Council of Governors

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1. Constitution and Purpose

- 1.1 The Nominations and Appointments Committee is a formal Committee of the Council of Governors established in accordance with the NHS Act 2006 ¹,) as amended by the Health and Social Care Act 2012 (the 2012 Act), the University Hospitals Bristol NHS Foundation Trust Constitution ², and the Monitor Foundation Trust Code of Governance³ for the purpose of carrying out the duties of governors with respect to the appointment, re-appointment removal, remuneration and other terms of service of the Chairman and Non-Executive Directors.

2. Function and Duties

- 2.1 The Committee shall carry out functions in relation to the following:

Nominations Functions

- (a) determine a formal, rigorous and transparent procedure for the selection of the candidates for office as Chairman or Non-Executive Director of the Trust having first consulted with the Board of Directors as to those matters and having regard to such views as may be expressed by the Board of Directors;
- (b) seek by way of open advertisement and other means, candidates for office and to assess and select for interview such candidates as are considered appropriate and who meet the “*fit and proper person*” test as set out in the provider license — and in doing so the Committee shall be at liberty to seek advice and assistance from persons other than members of the Committee or of the Council of Governors;
- (c) make recommendation to the Council of Governors as to potential candidates for appointment as Chairman or other Non-Executive Director, as the case may be,
- (d) consider and make recommendations to the Council of Governors as to the remuneration and allowances and other terms and conditions of office of the Chairman and other Non-Executive Directors,
- (e) on a regular and systematic basis monitor the performance of the Chairman and other Non-Executive Directors and make reports thereon to the Council of Governors from time to time when requested to do so or when, in the opinion of the Committee, the results of such monitoring ought properly to be brought to the attention of the Council of Governors;
- (f) To ensure there is a formal and transparent procedure for setting the annual objectives for the Non-Executive Directors, in conjunction with the Chairman, and in conjunction with the Senior Independent Director in the case of the annual objectives for the Trust Chairman
- (g) To ensure there is a formal and transparent procedure for the appraisal of the Trust Chairman and Non-Executive Directors’ performance

- (h) To regularly review, in conjunction with the Board of Directors Nominations and Remuneration Committee, the structure, size and composition of the Board of Directors, including giving full consideration to succession planning, taking into account the future challenges, risks and opportunities facing the NHS Foundation Trust and the skills and expertise required within the Board of Directors to meet them.

Remuneration Functions

- (a) To ensure there is a formal and transparent policy on remuneration for the Trust Chairman and Non-Executive Directors;
- (b) To set the structure and levels of remuneration of the Trust Chairman and Non-Executive Directors;
- (c) To determine and review the terms and conditions of the Trust Chairman and Non-Executive Directors;
- (d) To market test/ benchmark the remuneration of the Trust Chairman and Non-Executive Directors at a frequency agreed by the Committee and taking account of any external guidance on recommended frequency and/ or where the Committee is considering recommending large change to that remuneration, drawing on external professional advice
- (e) To appoint, if deemed appropriate, independent consultants to advise on Trust Chairman and Non-Executive Director remuneration.

3. Authority

- 3.1 The Committee is authorised by the Council of Governors to carry out the functions and duties set out in these Terms of Reference.
- 3.2 All powers and authorities exercisable by the Council of Governors, together with any delegation of such powers or authorities to any Committee or individual, are subject to the limitations imposed by the by the National Health Service Act 2006, the NHS Licence Conditions, Trust Constitution or by other regulatory provisions.
- 3.3 In discharging the functions and duties set out in these Terms of reference, the Committee is to have due regard for the applicable principles and provisions of the Monitor NHS Foundation Trust Code of Governance.

4. Reporting

- 4.1 The Committee shall report to the Council of Governors.
- 4.2 A Chair of the Committee or nominated member of the Committee shall report the proceedings of the Committee to the Council of Governors after each meeting

¹ 17 (1) It is for the Council of Governors at a general meeting to appoint or remove the Chairman and the other non-executive directors.

² 10.2 The Council of Governors shall establish a committee of its members to be called the Nominations and Appointments Committee to discharge those functions in relation to the selection of the Chair and Non-Executive Directors.

³ The NHS Foundation Trust Code of Governance Section B2: Appointments to the Board

⁴ The governors are responsible at a general meeting for the appointment, re-appointment and removal of the chairperson and the other non-executive directors.

5. Membership

- 5.1 Members of the Committee shall be appointed by Council of Governors as set out in the Trust's Constitution and shall be made up of twelve members including:
- (a) 8 elected public, patient or carer governors
 - (b) 2 appointed governor
 - (c) 2 elected staff governor
- 5.2 Appointment of governors to the Committee shall be conducted at a general meeting of the Council of Governors. If there are more governor nominees than places on the Committee, the final selection of candidates shall be put to a vote of the Council of Governors.
- 5.3 Governors shall be appointed to the Committee until their term of office as governor ends as set out in the Trust's Constitution, or they choose to resign from the Committee, which shall be confirmed in writing to the Chair of the Committee.
- 5.4 In the case of the appointment process for the Trust Chairman, the Senior Independent Director (SID) will be co-opted to join the Committee. The SID will attend in an advisory capacity and will not participate in the formal decision making process.

5.6 Chair of the Committee

- (a) The Chairman of the Trust will Chair the Nominations and Appointment Committee. In his absence, or when the Committee is to discuss matters in relation to the appraisal, appointment, re-appointment, suspension, removal or remuneration and terms and conditions of the Chairman, the Committee will be chaired by the Senior Independent Director.

5.6 Quorum

- (a) The quorum necessary for the transaction of business shall be four governors and the Chairman and/or Senior Independent Director
- (b) 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.

5.7 Attendance at Meetings

- (a) Only members of the Committee have the right to attend Committee meetings.
- (b) Other individuals, including advisers, may be invited to attend for all or part of any meetings, as and when appropriate. This shall include the Director of Workforce and Organisational Development in an advisory capacity when considering matters of recruitment, appointment and appraisal of the Chairman and Non-executive Directors
- (c) The Trust Secretary shall attend meetings of the Committee to advise on matters of corporate governance, procedure and conduct in relation to the NHS Provider Licence Conditions and Trust Constitution.

6. Secretariat

6.1 The Trust Secretariat shall provide Secretariat support to the Committee.

6.2 *Notice and Conduct of Meetings*

- (a) The Trust Secretary shall call meetings of the Committee at the request of the Chairman not less than ten clear days prior to the date of the meeting,
- (b) The agenda shall be agreed by the Chair of the Committee in consultation with the Trust Secretary,
- (c) Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed, shall be available to each member of the Committee and where appropriate, other persons required to attend, no later than five working days before the date of the meeting,
- (d) Supporting materials shall be provided to Committee members and to other attendees as appropriate, at the same time.

6.3 *Minutes of Meetings*

- (a) The Trust Secretary or his nominee shall minute the proceedings and resolutions of the Committee, including the names of members present and others in attendance. Draft minutes shall be distributed to Committee members for approval after each meeting.

6.4 *Frequency of Meetings*

- (a) The Committee shall meet at least twice per annum and at such other times as the Chair of the Committee shall require.

7. Review of Terms of Reference

7.1 At least once a year, the Committee shall review its own performance, constitution and Terms of Reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Council of Governors.

DH/Dec 14