

BURTON HOSPITALS NHS FOUNDATION TRUST

NOMINATION COMMITTEE

TERMS OF REFERENCE

1. Constitution

- 1.1 The Board of Directors resolves to establish a Committee of the Board to be known as the Nomination Committee. The Nomination Committee in its workings will be required to adhere to the Constitution of Burton Hospitals NHS Foundation Trust, the Terms of Authorisation and Code of Governance issued by the Independent Regulator for NHS Foundation Trusts. As a committee of the Board of Directors, the Standing Orders of the Trust shall apply to the conduct of the working of the Nomination Committee.

2. Membership

Membership of the Committee shall comprise:

Chairman (or Deputy Chair when dealing with the matter of succession to the chair).

Chief Executive (or nominated deputy)

Except for the appointment of the Chief Executive

2 Non-Executive Directors

Membership of the Nomination Committee shall be reviewed annually.

3. Attendance

- 3.1 The Associate Director of Human Resources will attend the Committee to support and advise members. Where consideration is being given to the appointment of the Associate Director of Human Resources, representation will be made by an Executive Director appointed by the Chief Executive.
- 3.2 The Trust Secretary will ensure that an efficient secretariat service is provided to the Committee.

4. Quorum

- 4.1 A quorum shall be three members.

5. Frequency of meetings

- 5.1 The Nomination Committee will meet as often as necessary to manage the process for the identification and recommendation of appointment of Non Executive and Executive Directors of the Board. A meeting of the Committee may be called by the Trust Secretary at the request of the Chairperson.

6. Authority

- 6.1 The Committee is authorised by the Board of Directors to investigate any activity within its terms of reference. The Committee has no executive powers, other than those specifically delegated in these Terms of Reference. Any decisions of the Committee shall be taken on a majority basis. The Chairperson shall have a casting vote in the event of equality of voting.

7. Duties

7.1 The Nomination Committee will:

- lead the process for the identification and recommendation of Non Executive Director candidates (including the Chairperson) to the Appointment Committee of the Council of Governors,
- over see the process for the nomination of the Chief Executive for approval by the Board and ratification by the Council of Governors,
- over see the process for the appointment of other Executive Directors including Associates.

7.2 The duties of the Committee can be categorised as follows:

- to regularly review the structure, size and composition (including the skills, knowledge and experience) of the Board of Directors and make recommendations to the Board with regard to any changes and appropriate process;
- to ensure that there is a formal, rigorous and transparent procedure for the appointment of new Non Executive and Executive Directors to the Board which fit the criteria set out by the Nomination Committee, in particular;
 - to consider candidates from relevant backgrounds
 - to consider the balance of skills, knowledge and experience
 - to use open advertising or the services of external advisers to facilitate the search
- to keep under review the leadership needs of the Trust, both executive and non executive, with a view to ensuring the continued capability of the organisation
- to give full consideration to succession planning in respect of Non-Executive Directors, taking into account the challenges and opportunities facing the Trust, and the skills and expertise required on the Board.
- to prepare and recommend to the Appointment Committee (Sub-Committee of the Council of Governors) all relevant information i.e. job description(s) and person specification(s) in respect of the Chairperson and Non Executive Directors
- to identify suitable candidates to fill executive director vacancies as they arise and make recommendations to the Chairman, the other Non Executive Directors and, except in the case of the appointment of a Chief Executive , the Chief Executive.

8. Reporting

8.1 The Nomination Committee reports to the Board of Directors. The Committee will recommend candidates for Non Executive Director appointments only (not more than 5 for each vacancy) to the Council of Governors. The Council of Governors is responsible for approving the appointments process and appointing the Non Executive Directors.

9. Review

9.1 The Terms of Reference of the Committee shall be reviewed by the Board of Directors at least annually.

Date Revised: November 2009
Review Date: November 2010