Ashford and St. Peter's Hospitals NHS
NHS Foundation Trust

TRUST BOARD
29th September 2011

TITLE	**Nominations Committee**
EXECUTIVE SUMMARY	The Trust's Constitution sets out the sub committees of the Trust Board and includes a Nominations Committee (Executive Appointments). This Committee will deal with executive appointments. Draft Terms of Reference are attached.
BOARD ASSURANCE (Risk) / IMPLICATIONS	Compliance with good governance requirements and statutory duties.
STAKEHOLDER / PATIENT IMPACT AND VIEWS	None taken
EQUALITY AND DIVERSITY ISSUES	None known.
LEGAL ISSUES	Complies with the requirements of the NHS Act 2006
The Trust Board is asked to:	1. Agree the Terms of Reference 2. Agree the constitution of the Committee
Submitted by:	Jane Gear Head of Corporate Affairs Raj Bhamber Director of Workforce and Organisational Development
Date:	22nd September 2011
Decision:	For Approving

Ashford and St. Peter's Hospitals NHS
NHS Foundation Trust

TRUST BOARD
29th September 2011

Nominations Committee

1 Background

The membership of the Board is detailed in the Constitution and comprises

- A Non Executive Chairman
- Up to 6 other Non Executive Directors
- Up to 6 Executive Directors including the Chief Executive.

Under the NHS Act 2006 (the Act) the Council of Governors have statutory responsibility for the appointment and removal of the Non Executive Directors. They also have responsibility for the Terms of Service of the Non Executive Directors.

In line with the Constitution and the Act the Council of Governors has therefore established:-

- Nominations and Appointments Committee (Non Executive Directors)
- Remuneration and Appraisal Committee

Responsibility for the appointment, removal and remuneration of the Executive Directors lies with the Board as follows:

NHS Act 2006 Schedule 7

Para 17 (4) It is for a committee consisting of the chairman, the chief executive and the other non executive directors to appoint or remove the executive directors

Para 17 (5) The appointment of the chief executive requires the approval of the board of governors

Para 18(2) the corporation must establish a committee of non executive directors to decide the remuneration and allowances, and the other terms and conditions of office, of the executive directors.

2 Current position at Ashford and St Peter's Hospitals NHS foundation Trust

The Board of Directors has already established the Remuneration Committee. This is chaired by the Senior Independent Director, Peter Taylor.

The Terms of Reference for the Remuneration Committee include responsibility for the termination and related arrangements for the Chief Executive and Executive Directors, with a requirement to ensure they are fairly treated and the Trust's position is protected and taking account of any national guidance where appropriate.

3 Nominations Committee (Executive Appointments)

3.1 Terms of Reference

Draft Terms of Reference are attached.

These have drawn from the NHS Act 2006, and Monitor's Code of Governance 2010.

3.2 Membership

It is proposed to align membership of the Nominations Committee with that of the Remuneration Committee so that the Non Executive membership would be

Aileen McLeish (Committee chairman)
Peter Taylor
Clive Goodwin
Sue Ells

The Chief Executive would also be a member of the Committee but would not attend when the appointment of the chief executive was considered.

The Director of Workforce an Organisational development would provide professional advice and be the secretary to the Committee.

5 Summary

The Board is asked to:

1. Agree the Terms of Reference
2. Agree the membership of the Nominations Committee

Submitted by: Jane Gear

Date: 19th September 2011

Ashford and St. Peter's Hospitals NHS
NHS Foundation Trust

Nominations Committee (Executive Appointments)

Terms of Reference

Constitution
The Trust Board hereby resolves to establish a Sub-Committee of the Trust Board to be known as the Nominations Committee (Executive Appointments) [the Committee].

Authority
The Committee is authorised by the Board of Directors to undertake any activity within its Terms of Reference. The Committee has no formal powers, other than those specifically delegated in these Terms of Reference.

The Nominations Committee will act in accordance with Monitor's Code of Governance and current best practice.

Membership

1. Trust Chairman
2. Non Executive Director (Senior Independent Director)
3. Non Executive Director
4. Non Executive Director
5. Chief Executive (except where the Committee is considering the appointment of the Chief Executive)

In Attendance

6. Director of Workforce and Organisational Development (except where the Committee is considering an agenda item involving that postholder)

Additional members will be co-opted as required.

Chair
The Chairman of the Board of Directors will chair the Committee. In his/her absence the Senior Independent Director will chair the meeting.

Secretary
The Director of Workforce and Organisational Development or their nominee shall act as the secretary of the Nominations Committee.

Attendance
Attendance at meetings is essential. Members will be required to attend as a minimum, 50% of the meetings per calendar year.

Quorum
The quorum necessary for the transaction of business shall be 3 members of whom at least one must be the Chairman or Senior Independent Director of the Board of Directors. The Director of Workforce and Organisational Development will normally attend.

Frequency and Conduct
The Committee will meet a minimum of annually and more frequently if necessary. Items for the agenda should be submitted to the Secretary a minimum of 10 working days prior to the meeting.

Membership and Terms of Reference will only be changed with the approval of the Board of Directors and will be reviewed and agreed annually.

Duties
To appoint the Executive Directors in accordance with the NHS Act 2006, having due regard to compliance with regulatory authorities and legal requirements.

Limits to authority include:

- The Committee has authority to determine the appointment or removal of the Executive Directors. The appointment and removal of the Non Executive Directors lies with the Council of Governors
- The appointment of the Chief Executive requires the approval of the Council of Governors

Key Responsibilities

The Committee has been established to appoint the Executive Directors including Interim appointments.

The Committee will evaluate the balance of skills, knowledge and experience on the Board of Directors and, in the light of this evaluation, prepare a description of the role and capabilities required for the appointment of Executive Directors.

The Committee will ensure that sufficient and appropriate information is given to the Council of Governors to enable them to carry out their statutory duty of approving the appointment of the Chief Executive.

The Committee will:

- Oversee the stages of the recruitment and selection process, including:
    - Arrangements for advertising.
    - Arrangements for short-listing candidates.
    - Arrangements for interviewing.
- Take into account the Trust's Recruitment and Selection Policy and any other agreed national guidance.

Reporting and Monitoring Responsibilities
The Chairman of the Committee shall report to the Board after each meeting on the proceedings of the Committee since the previous Board meeting.

Permanency
Permanent

Papers
Papers to be circulated 1 week in advance of meetings

Approved by:

Trust Board

Date: 20 September 2011

Annual review date: September 2012