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

COUNCIL OF GOVERNORS
5th December 2012

TITLE	**Nominations and Appointments Committee (Non Executive Appointments) Review of the Year and Review of Terms of Reference**
EXECUTIVE SUMMARY	The Council of Governors has previously agreed to establish and operate a Nominations and Appointments Committee in accordance with Schedule 7 of the NHS Act 2006 which gives the Council of Governors the following specific powers: ▪ It is for the Council of Governors at a general meeting to appoint (or remove) the Chair and other Non-Executive Directors. A brief report on the activities of the Committee and the Terms of Reference are attached. The Terms of Reference (section 4) have been revised to allow the Senior Independent Director as well as the Deputy Chairman to deputise for the Chairman where the business of the Chairman being appointed is being transacted.
The Council is asked to:	Note the Annual Report, Approve the Terms of Reference and on-going membership.
Submitted by:	George Roe, Head of Corporate Affairs on behalf of Aileen McLeish, Chairman.
Date:	19th November 2012
Decision:	For Approval

COUNCIL OF GOVERNORS
5th December 2012

Nominations and Appointments Committee (Non Executive Appointments)
Review of the Year and Review of Terms of Reference

ANNUAL REPORT

1 Introduction

The Committee was established by the Council of Governors on 1st December 2010 in order to provide the Council of Governors with independent and objective recommendations in respect of the names of those individuals they consider suitable for appointment as Non-Executive Director to the Board of Directors (and re appointment).

2 Meetings

Meetings were held on the following dates during the second year of the Trust's authorisation (i.e. 1st December 2011 to 30th November 2012): -

12th April 2012
25th June 2012
6th November 2012

3 Membership and attendance

The membership of the Nominations and Appointments Committee over the year is set out below along with the number of meetings attended. The Terms of Reference note that the quorum necessary for the transaction of business is four members being the Chairman or Senior Independent Director, two Public and one Appointed or Staff Governor. Each meeting in the year was quorate and each member met the requirement to attend at least 50% of the meetings.

Name	**Constituency**	**Meetings Attended**
Aileen McLeish	Chairman	3 of 3
Chris Howorth	Appointed Governor – Royal Holloway University	3 of 3
Diana Manthorpe	Staff Governor-volunteers	2 of 3
Godfrey Freemantle	Public Governor – Hounslow	3 of 3
Maurice Cohen	Public Governor – Woking	3 of 3
Steve McCarthy	Public Governor – Elmbridge	3 of 3
Peter Taylor	Non Executive Director	2 of 3
In attendance:		
Raj Bhamber	Director of Workforce and OD	3 of 3

4 Progress/Achievements

During the year the Committee has:-

- Agreed to review the criteria contained within the skills audit annually;
- Reviewed and agreed the Non-Executive Directors' Job Description;
- Recommended the re-appointment of four Non-Executive Directors to the Council of Governors;
- Reviewed and agreed the Chairman's Job Description;
- Recommended the re-appointment of the Chairman to the Council of Governors;
- Reviewed the process for appointment and re-appointment of NEDs; and
- Drafted a template to help Non-Executive Directors shape their statement for re-appointment.

5 Review of Terms of Reference

The Terms of Reference (section 4) have been revised to allow the Senior Independent Director as well as the Deputy Chairman to deputise for the Chairman where the business of the Chairman being appointed is being transacted.

6 Recommendation

Note the Annual Report; approve the Terms of Reference and on-going membership of the Committee.

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

Nominations and Appointments Committee (for Non-Executive Directors) of the Council of Governors

Terms of Reference

1. Constitution

The Council of Governors hereby resolves to establish a sub-committee to be known as the **Nominations and Appointments** Committee**.**

2. Authority

The Committee is authorised by the Council of Governors to undertake any activity within its Terms of Reference and report back to the Council of Governors which is the body with statutory responsibility for the formal decision in accordance with the NHS Act 2006.

The Committee has no formal powers, other than those specifically delegated in these Terms of Reference.

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

3. Duties

The Nominations and Appointments Committee has been established to provide the Council of Governors with independent and objective recommendations in respect of the names of those individuals they consider suitable for appointment as Non-Executive Director to the Board of Directors. For this purpose, Non-Executive Director includes the Chairman of the Trust.

The Nominations and Appointments Committee will also make recommendations to the Council of Governors concerning the re-appointment of any Non-Executive Director.

On behalf of the Council of Governors the Committee will:

3.1 Take into account the Trust's Recruitment and Selection Policy and any other agreed Trust guidance.

3.2 Regularly review the balance of skills, knowledge and experience of the Non Executive Directors and make recommendations for changes where appropriate.

3.3 Agree with the Council a clear process for the nomination of a Chairman or Non-Executive Director.

3.4 Agree a job description defining the roles and capabilities required. This must be prepared taking into account the views of the Board of Directors on the qualifications, skills and experience required for each position.

3.5 Participate in the stages of the recruitment process, including:

- Arrangements for advertising.
- Arrangements for short-listing candidates.
- Arrangements for interviewing.

3.6 The Committee will monitor the end dates for office of the Non-Executive Directors and recommend timetables for the appointment of successor candidates.

3.7 The Committee shall also make recommendations to the Council of Governors as appropriate concerning:

- The re-appointment of any Non-Executive Director at the conclusion of their specified term of office having given due regard to their performance and ability to continue to contribute to the Board in the light of the knowledge, skills and experience required. The Committee will also be informed by the Remuneration and Appraisal Committee regarding re-appointments.
- Any matters relating to the continuation of office of any Non-Executive at any time subject to the provisions of the law and their service contract.

4. Membership

The Committee will be appointed by the Council and shall consist of seven members.

- The Chairman of the Foundation Trust (or when the Chairman is being appointed, the Deputy Chairman or Senior Independent Director).
- A Non Executive Director
- Five Governors, comprised as follows:
  - Three public governors (no more than one from any constituency)
  - One staff governor
  - One appointed governor

Only members of the Committee as detailed above will attend Committee meetings.

The Director of Workforce and Organisational Development will be in attendance to advise the Committee.

The Chief Executive will attend Committee meetings and the Committee will be required to take account of the Chief Executive's views.

The Trust Secretary (acting as secretary to the Committee) will be in attendance.

The Committee will consider the advice of external advisors (the latter will not be a member or have a vote on the Committee).

Not all members of the Committee need participate in all aspects of the process.

Membership of the Nominations and Appointments Committee excludes a Governor from membership of the Council's Remuneration and Appraisal Committee.

Appointments to the Committee shall be for a period of up to three years, which may be extended for one further one-year period. The Governors will be appointed by the Council of Governors.

Chair

The Committee Chairman will be either the Trust Chairman, or in their absence, an independent Non-Executive Director (usually the Deputy Chairman or SID if appointed). The Chairman shall not attend the Committee when it is dealing with the matter of succession to the chairmanship.

5. Attendance

Deputies will not be permitted.

Members are required to attend at least 50% of any meetings held in the year.

6. Quorum

The quorum necessary for the transaction of business shall be four members, which must as a minimum consist of

- The Chairman or the Deputy Chairman/SID (except where both are unable to attend a meeting of the Committee due to a conflict of interest).
- Two public governors.
- One governor from either the staff or stakeholder group.

7. Frequency and Conduct

The Committee shall meet at least annually or when four or more members of the Committee make a formal request and as required to fulfil its duties.

8. Secretary

The Committee will be supported administratively by the Trust Board Secretary.

Papers will be circulated 1 week in advance of meetings

Minutes of Committee meetings will be circulated promptly to all members of the Committee and will be presented to the next formal meeting of the Council.

9. Reporting Lines

The Committee will make a recommendation on the appointment of appropriate candidates for the role of Non-Executive Director to the full Council for decision.

The Committee shall make a statement in the Annual Report about its activities, the process used to make appointments and explain the reasons if external advice or open advertising has not been used.

10. Monitoring

The Committee will, 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 for approval at least once a year.

November 2012