



**SOUTH CENTRAL AMBULANCE SERVICE NHS FOUNDATION TRUST
COUNCIL OF GOVERNORS - NOMINATIONS COMMITTEE
TERMS OF REFERENCE**

1. Constitution

- 1.1 The Council of Governors “the Council” hereby resolves to establish a Committee of the Council to be known as the Nominations Committee “the Committee”, in accordance with the Trust’s constitution and the NHS Foundation Trust Code of Governance.

2. Purpose

- 2.1 The purpose of the Committee is to consider and make recommendations to the Council of Governors relating to the:

- Appointment of the Chair and Non-Executive Directors
- Remuneration, allowances and terms of appointments of the Chair and Non-Executive Directors
- Re-appointment of the Chair and Non-Executive Directors

- 2.2 To facilitate making these recommendations the Committee shall:

- Agree the process for the recruitment of the Chair and Non-Executive Directors taking into account the qualifications, skills and expertise required at the time the appointments are being made
- Work with the Chair to agree the process for the performance evaluation of the Non-Executive Directors, and with the Senior Independent Director to agree the process for the evaluation of the Chair.

3. Membership

- 3.1 The Committee shall have no more than six members, and the membership shall be appointed by the Council.
- 3.2 The membership will comprise the Trust Chair, Lead Governor, and one governor from each of the following constituencies: staff, public, Community First Responder and partner.
- 3.3 The Chair of the Trust will be the Chair of the Committee. In the event matters relating to the Chair of the Trust are being discussed, including their performance,

appointment, reappointment or remuneration, the Senior Independent Director of the Trust will chair the meeting.

4. Quorum

4.1 The quorum necessary for formal transactions of business by the Committee shall be three members, including the Chair (or Senior Independent Director).

5. Attendance

5.1 Only members of the Committee have a right to attend meetings

5.2 Meetings will be held virtually (e.g. Microsoft Teams) unless it is agreed that a meeting in person is required. Members should ensure that they are able to make an appropriate contribution to the meeting (e.g. no technological constraints) and comply with good practice in relation to virtual meetings.

5.3 The Senior Independent Director shall be invited to attend meetings when matters relating to the Chair of the Trust are being discussed.

5.4 The Chief Executive and/or other officers from the Trust executive (for example, the Chief People Officer) may be invited to attend meetings as determined by the Committee Chair.

5.5 The Corporate Governance Team will act as the Committee secretariat and shall be present to take minutes of the meeting and provide support to the Chair and Committee members.

5.6 Attendance at Committee meetings will be disclosed in the Council of Governors section of the Trust's Annual Report and Accounts.

6. Frequency

6.1 The Committee shall meet as required to fulfil its duties but will meet at least once a year.

7. Authority

7.1 The Committee has no powers other than those specified in these Terms of Reference.

7.2 The Committee is authorised by the Council of Governors to:

- Investigate any areas defined in these Terms of Reference.
- Seek any further information it requires from any employee or governor (and all employees and governors are directed to cooperate with any reasonable request made by the Committee).
- Obtain outside legal or other independent professional advice, subject to cost-effectiveness considerations, and secure the attendance of outsiders with relevant experience and expertise if it considers it to be necessary.

- Commission research, surveys or other activities, as necessary for it to obtain the knowledge and information it requires to fulfil its duties

8. Duties

8.1 Appointment of the Chair and Non-Executive Directors

- a) Develop a process for the timely selection and appointment of new candidates for the office of Chair or Non-Executive Director(s) of the Trust, that has regard to the needs of the Board at the time of the appointment, and which follows best practice in recruitment processes. These processes should include a requirement to:
 - i. Use open advertising and/or the services of external providers to facilitate and search for candidates, as appropriate
 - ii. Consider candidates from a wide and diverse range of backgrounds
 - iii. Consider candidates on merit against objective criteria
 - iv. Ensure that candidates have sufficient time available to fulfil the requirements of the role
- b) Make recommendations to the Council on the appointment of the Chair and Non-Executive Directors
- c) Ensure that on appointment, candidates receive a formal letter of appointment setting out what is required of them in terms of their duties and time commitment
- d) As part of the process of the Council approving the appointment of the Chief Executive, carry out any review on behalf of the Council and make recommendations, as required

The Committee will complete this duty having satisfied itself that its recommendations fulfil the Trust's needs in terms of skills and experience.

8.2 Re-appointment of the Chair and Non-Executive Directors

The Committee will:

- a) Make recommendations to the Council of Governors as appropriate concerning the re-appointment of the Chair and any Non-Executive Director at the conclusion of their specified term of office. In making a recommendation, the Committee shall give due regard to the individual's performance in post and their ability to continue to perform adequately in light of the knowledge, skills and experience required at the time the re-appointment is to take effect. The Committee will also consider the balance between the need for continuity and the need to progressively refresh the Board.
- b) Have regard to the principles of the NHS Foundation Trust Code of Governance and the provisions in the Trust's Constitution regarding terms of office and the process of appointment.

The Committee will undertake these duties taking into account the skills and experience of the existing postholder against the current job description.

8.3 Remuneration of the Chair and Non-Executive Directors:

The Committee will:

- a) Make recommendations to the Council of Governors regarding the remuneration, allowances and other terms and conditions of the Chair and Non-Executive Directors; making an assessment as to the level of remuneration required to attract and retain individuals of the right calibre and with the skills required.
- b) In making the recommendation, the Committee will consider all factors that it deems necessary. These will include the scope of responsibilities of the individuals concerned, the expected time commitment of the post, rates of pay in comparable organisations, the general level of pay increases within the Trust and the wider NHS, and guidance issued by regulators or other relevant bodies.
- c) Consider the use of external professional advisors on market pay rates and trends if deemed necessary and cost effective.

8.4 Other Matters

- a. Working with the Senior Independent Director and the Chair to agree the process and make recommendations concerning the performance of the Chair and Non-Executive Directors
- b. Receive reports on the process and make recommendations to the Board and the Council of Governors for the performance review of the Chair and Non-Executive Directors
- c. Work with the Chair and Senior Independent Director to develop succession plans for the Chair and Non-Executive Directors
- d. Advise the Board as to the committee's views on the structure, size and composition of the Board, taking into account the Constitution and legislative requirements
- e. Consider any matter relating to the continuation in office of the Chair and Non-Executive Director when requested to do so by the Board or the Council of Governors
- f. Agree each year a schedule of business of the Committee's intended activities
- g. Unless otherwise agreed, recommendations for approval by the Council will be presented to the first available meeting following the meeting of the Committee

9. Reporting

- 9.1 The Committee shall be directly accountable to the Council of Governors. The Chair of the Committee shall report formally to the Council on its proceedings after each meeting on all matters within its duties and responsibilities and draw to the attention of the Council any significant issues that require discussion or disclosure.

The Committee shall make a statement in the Annual Report about its activities, the main areas that it has reviewed, how it has discharged its responsibilities and the process used to set levels of remuneration and terms of service.

10. Secretariat

10.1 The Corporate Governance Team will service the committee and will:

- Agree meeting agendas with the Chair
- Give timely notice of meetings and provide the agenda and supporting papers to members and attendees in advance of the meetings at least five working days prior to each meeting. Papers will be issued via email to all Committee members and any invited governors, Directors and officers.
- Ensure that formal minutes of the meeting are taken and keep a record of matters arising and issues to be carried forward, circulating draft minutes to the Chair for approval within seven working days from the date of the last meeting and to the wider Committee within ten working days.

10.2 Provide advice as necessary to the Chair and the Committee in relation fulfilment of the Committee's Terms of Reference.

11. Confidentiality

11.1 All members of the Committee are required to keep in the strictest of confidence the information that is presented to the Committee and must not disclose any confidential information either during or after their term of membership. Failure to comply with these requirements could result in the termination of membership of the Committee and any further action as appropriate and necessary.

12. Review

- The Committee will undertake a self-assessment at the end of each meeting to review its effectiveness in discharging the responsibilities set out in these Terms of Reference
- The Committee shall review its own performance and Terms of Reference at least once a year to ensure it is operating at maximum effectiveness. Any proposed changes shall be submitted to the Council of Governors for approval.

These terms of reference shall be approved by the Council of Governors and formally reviewed at intervals not exceeding one year.

Date of Review: March 2026
Date of next Review: March 2027