NHS
Solent
NHS Trust

Governance & Nominations Committee Terms of Reference

Reference to "the Committee" shall mean the Governance & Nominations Committee
Reference to "the Board" shall mean the Trust Board

1. Constitution

1.1 Solent NHS Trust Board resolves to establish a Committee of the Board to be known as the Governance & Nominations Committee (the Committee). As a Committee of the Board, the Standing Orders of the Trust shall apply to the conduct of the working of the Committee.

2. Purpose

The Committee make recommendations to the Board as appropriate regarding the following matters;

- the governance arrangements for the Trust including Committee structure,
- the composition and Terms of Reference,
- consideration of skills and experience of Board members
- succession planning of Board members
- Associate Hospital Manager appointments

3. Duties

3.1 The Committee will:

<u>Governance arrangements</u>

- Consider and keep under review governance arrangements, making recommendations to the Board as appropriate, including:
  - committee structure
  - membership and composition – including nominations of NEDs and Executive members to Board Committees and in consideration of balance of skills/experience
  - Terms of Reference of the Board and its Committees
  - nominations of key roles
  - overseeing appraisals of the Board and its Committees
  - fit and proper person arrangements
- be mindful of the role of the Audit & Risk Committee in providing assurance to the Board regarding the effectiveness of governance arrangements
- Consider and review key governance documentation – including updates to the Trust's Standing Orders and Scheme of Delegation
- Consider the externally commissioned Well Led Developmental Review Report and oversee the associated action plan implementation.
- The Committee will conduct an annual appraisal of its effectiveness

<u>Succession Planning and NED Tenure</u>

- Consider and keep under review succession planning arrangements for Board members, including:
  - ensuring there is a full, rigorous and transparent procedure for appointments

  For NEDs:
  - Reviewing tenure of NEDs and considering skills and experience when planning for future appointments
  - Reviewing recruitment documentation for NED vacancies in conjunction with NHS Improvement

For Executives:

- ensuring the leadership of the organisation remains appropriate in consideration of the evolving system developments, collaborative working, talent pool and market forces – working with the Chief People Officer and Workforce and OD Committee as appropriate
- Provide support to the Chief People Officer in the appointment process of executive team members as required
- Reviewing the annual executive succession plan

- Acknowledge that it is for the NEDs to appoint and remove the Chief Executive, and that the appointment of the Chief Executive requires Board approval.
- Be informed of any matters of concern regarding the continuation in office of any Director including the suspension or termination of service of an Executive Director as an employee of the Trust subject to the provisions of the law and their service contract.

<u>Associate Hospital Managers (AHM)</u>

- consider recommendations made by the Chair of the Mental Health Act Scrutiny Committee and Mental Capacity Act and Mental Health Act Lead regarding the appointment and tenure of Associate Hospital Managers
- seek assurance regarding the governance arrangements regarding AHM appointments

<u>Board Development</u>

- In conjunction with the Chief People Officer, consider and recommend Board Development activities in light of feedback and analysis of skill mix analysis, appraisals of Committees/Boards and other feedback mechanisms

4. Membership

4.1 Members of the Committee shall be appointed by the Board and shall comprise;

- Chair
- Chief Executive (or Deputy CEO in their absence)
- 2 Non-Executive Directors

4.2 No person will be present when the Committee is considering the succession or appointment of their respective roles.

5. Attendance

5.1 The Chief of Staff and Corporate Affairs and Company Secretary shall be invited to attend every meeting. Other attendees, such as the Chief People Officer and external advisers may be invited to attend for all or part of any meeting, as and when appropriate.

6. Quorum

6.1 The quorum necessary for the transaction of business shall be 3 members – including:

- At least 2 NEDs (including the Chair or their designated deputy) and
- The CEO or Deputy CEO

7. Frequency of meetings

7.1 The Committee will meet at least twice a year. Additional meetings can be called by the Chair.

8. Meeting administration

8.1 The Chief of Staff and Corporate Affairs or their nominee shall act as the Secretary of the Committee.

8.2 Papers will be circulated in accordance with the Trusts' Standing Orders and minutes will be circulated promptly to all members

9. Reporting

9.1 An exception report will be provided to the Board via the Committee chair – highlighting business transacted and making any recommendations as deemed appropriate within the remit of the Committee.

Version	13
Date of Next Review	Date: Jan 2023
Agreed at Gov and Noms	Date: 13 Jan 2022