

Executive Appointments Committee Terms of Reference

Purpose	To fulfil the committee’s statutory role in the appointment and removal of Executive Directors, including the Chief Executive, in line with the NHS Act 2006 and the Code of Governance
Main Duties	<p>Appointment</p> <ol style="list-style-type: none"> 1. To make appointments in line with national guidance, prevailing best practice and statutory requirements for public appointments and appointments of Executive Directors of NHS Foundation Trusts; including Chief Executives. 2. To approve the process for appointment of Executive Directors including the Chief Executive. 3. To approve the appointment of Executive Directors including the Chief Executive. 4. To appoint new Executive Directors, including the Chief Executive, in line with the recommendations from the Remuneration Committee which is responsible for remuneration and terms of service for Executive Directors. 5. To take cognisance of the recommendations of the Remuneration Committee in relation to any evaluation of Board skills, succession planning and the structure and size of the Board when appointing new Executive Directors including the Chief Executive. 6. To make a recommendation to the Council of Governors for the approval of the appointment of a Chief Executive. <p>Removal</p> <ol style="list-style-type: none"> 7. To ensure robust processes are in place, in line with the law and best practice, for recommending to the committee the removal of Executive Directors including the Chief Executive. 8. To receive recommendations and approve the removal of Executive Directors including the Chief Executive, in line with employment law, contract of employment terms and relevant Trust policies regarding suspension and termination of Executive Directors.

	<p>9. To ensure the Trust has effective policies and processes for the removal of Executive Directors, including the Chief Executive, from both their role as an officer of the Trust as well their employment with the Trust in compliance with relevant employment law.</p> <p>Advice</p> <p>10. The Director of Workforce and Organisational Development and Company Secretary shall advise the committee on its responsibilities in line with the law, Trust policies and best practice.</p> <p>11. The committee may appoint independent legal and/or other specialist advisors to assist the committee in fulfilling its purpose as required. The Company Secretary shall facilitate such appointment and ensure relevant funds are made available to cover any related costs.</p>
Level of Authority	<p>Decision making in relation to Executive Directors' appointments and/or removals.</p> <p>The terms of reference can only be amended with the approval of the Trust Board.</p>
Level of Financial Authority	<p>For above authority only.</p> <p>The work of the committee is funded from allocations included in the centrally held Executive Director budget.</p>
Reports Received	<ol style="list-style-type: none"> 1. Reports relating to appointments and/or removals of Executive Directors including the Chief Executive. 2. Recommendations from the Remuneration Committee regarding remuneration and terms of service for all new directors on appointment. 3. Recommendations regarding Board skills, talent management and the structure and size of the Board. 4. Trust processes relating to the appointment and removal of Executive Directors, including the Chief Executive, for approval.
Reports to	<p>Board of Directors – subject to relevant confidentiality requirements</p> <p>Council of Governors on appointment of the Chief Executive.</p>
Links to Other Committees	<p>Remuneration Committee</p> <p>Council of Governors</p>
Status	<p>Statutory</p>

Frequency and Duration	The committee will meet as required
Minimum Required Attendance	80% of meetings
Chair	Chairman of Trust
Vice Chair	Vice-Chair <i>In the absence of the Chairman and Vice-Chair, the remaining members present shall elect one of the Non-Executive Directors to chair the meeting from those who would qualify under these terms of reference to be appointed to that position by the Board</i>
Membership	Chairman All other Non-Executive Directors Chief Executive – <i>will be a member when the committee is considering matters relating to appointments and/or removals of all other Executive Directors.</i>
In Attendance	Director of Workforce and Organisational Development Company Secretary
Standing Items	<i>see Annual Cycle of Business</i>
Minute-taker	Company Secretary
Archive responsibility	Company Secretary
Quorum	3 Non-Executive Directors including the Chairman unless the Chairman has given express permission to proceed. The Chief Executive must also be present when the committee is considering matters relating to appointments and/or removals of all other Executive Directors.
Process for Compliance with ToRs	Annual review of attendance. Annual review of committee effectiveness

Agreed date: 30 July 2020
Endorsed by: Board of Directors
Date of endorsement: TBC
Date of review: July 2023
Date of expiry: July 2023