

## TERMS OF REFERENCE FOR THE REPRESENTATIVE BODY NOMINATIONS COMMITTEE

### A. Membership

- The group will consist of not more than four Representatives and the Chair of the Board of Directors. The Nominations Committee may appoint an independent assessor to assist them if it so wishes.

### B. Facilitator

- The Governance Team.

### C. Scope of Business

- To undertake the timely recruitment of Non-Executive Directors (NeDs) to maintain a suitable skills mix across the Board and to have NeDs that reflect our community.
- The committee may appoint a Chair, who is not the Chair of the Board.
- To consider the Chair of the Board's and Chief Executive's assessment of the requirements for the NeD to be appointed.
- To consider the assessments of the requirements submitted by Representatives who are not on the committee.
- To take part in the necessary training to enable the Nominations Committee to operate effectively as a recruitment body.
- To agree the timetable and approach for filling the position of NeD is sufficiently and widely advertised and is value for money.
- Agree the exact presentation of the NeD role profile so that the key attributes are most prominent.
- To agree the content of the job adverts to ensure the right tone is being put across to potential applicants.
- To authorise direct approaches to potential candidates.
- To shortlist applications against pre-determined criteria set by the Representative Body working with the Board.
- Agree assessment framework and conduct the selection process.
- To make recommendations to the Representative Body on the appointment of the new Non-Executive Director.

### D. Frequency of Meetings

As necessary.

### E. Review

These terms of reference will be reviewed before a Nominations Committee is set up by the Representative Body.