PATIENTS COMMUNITY
PRACTICE AND DISTRICT NURSES
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The Lindsay Leg Club Foundation
CRN 1111259

A Nominations Committee – Terms of Reference

Attracting, retaining and developing the best people to work for the Foundation, be that in a paid or unpaid capacity, should be a high priority. The Foundation therefore set up an Executive Committee of the Foundation (comprised of the Chairman, Vice Chairman, Treasurer and Life President) both to find, induct and develop new board members (unpaid) as well as to source appropriately skilled consultants (paid), as required.

The following outlines the revised model terms of reference for such a Nominations Committee.

Approved by the board on

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Composition, quorum and reporting

The Nominations Committee will consist of not less than four trustees appointed by the board.

- One of the trustees serving on the Nominations Committee must also be a member of the Remunerations Committee. This is to ensure that for any recruitment of paid resource (which will in almost all cases be on a paid consultancy basis) there will be a clear link between the determination of the skills set required and the appropriate rate of remuneration to be offered for each such role.
- The chair of trustees should not be involved in selecting their successor. Committee members need to be good judges of character and to have experience of interviewing.
- The chair of the Nominations Committee needs to be both fair and impartial, a skilled board member and knowledgeable about the organisation.
- The Nominations Committee will meet and report back regularly, and at least annually, to the board of trustees.

Overall responsibility

Take delegated responsibility on behalf of the board of trustees for identifying, and proposing new members of the board, and for their induction, support and development.

Nomination process for new Trustees

Context:

- The Articles of the Charity were amended by a written resolution of the members dated 20th August 2011, under Chapter 2 of Part 13 of the Companies Act 2006.
- Re: 3.2 "The Trustees when complete consist of at least three and not more than fourteen individuals, all of whom must be members."

The Board therefore normally tries to keep one or two vacancies, should we identify someone who can fulfil a particular skill deficit.

- The nomination process comprises nominations (open to all) which are submitted to the executive committee along with supporting documents (CV etc).
- A successful nomination requires the unanimous approval of the executive committee.
- On approval, prospective Trustees are eligible to attend board meetings in a non-voting capacity prior to being formally appointed at the AGM by a vote of the members. Articles:3.8
- In accordance with the Foundation's Articles, the Chairman has the casting vote at the AGM, if so required.
- The Trustees may at any time co-opt any individual who is qualified to be appointed as a Trustee to fill a vacancy in their number or as an additional Trustee, but a co-opted Trustee holds office only until the next AGM.

Main duties

General

- Carry out regular skills, experience and diversity audits of the board, and identify the skills, experience, characteristics and backgrounds that are needed to provide high quality effective governance. The Foundation should advertise the skills needed on the board. This should be done both at the time of seeking nominations as well as to voters prior to the election.
- Prepare job descriptions, person specifications and an information pack for prospective board members. It is important to be open about the time commitment involved and what is expected of each trustee. It is essential that prospective board members share the charity's mission and values, are team players and can be constructively challenging and independently minded. It is important to be honest (on a confidential basis) about challenges facing the charity.
- Prepare a recruitment plan and timetable. Consideration needs to be given as to via which media vacancies should be advertised e.g. internally, through newsletters or externally, via the web, local / national press or in specialist journals if specialist skills are needed.
- Identify a list of prospective board members and develop their interest in the work of the organisation. The board may wish to invite prospective board members to some of the charity's events. This will give other people within the charity an opportunity to meet them informally. It also tests the candidates' interest in the work of the charity as well as giving some indication as to whether they have time to become involved in the charity.
- Meet the prospective board members, scrutinise their suitability and make recommendations to the board. Take up references and/or cross check suitability by talking to different people who know the prospective trustee. Consider how the interest in the charity of unsuccessful candidates can be maintained and harnessed for the benefit of the charity.
- Inform candidates if the Nominations Committee wishes to recommend appointment to the Trustee Board, or not. It is important to debrief both successful and unsuccessful candidates: the former as part of their induction; the latter to maintain interest /commitment to the charity.
- Induct, mentor and involve new board members. (See issue of governance for induction of new trustees.)

Additional duties of a nominations/ governance committee

- Review the governing instruments and the governance structure of the charity regularly, in light of the charity's plans for the future. To recommend to the board changes that are needed in both to ensure that the charity can achieve its charitable objects, its strategic priorities, and the highest possible standards of governance.
- Ensure that the board reflects on its own performance and to identify training, support and development needs of the board as a whole and of individual board members.
- Ensure that there is an annual programme of board development, collectively and for individuals. (Learning can be achieved in a number of different ways including ensuring that all trustees receive copies of governance, briefings, annual away days, attendance at external training events and conferences.)

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