

Nominations Committee



Date: 20 March 2024

Title: Nominations Committee Annual Review

Author: Caroline Corby

Responsible Director: Jane Carey

Paper for Information

Open paper

1. Terms of reference

1.1 The Committee's key responsibility is to ensure that the Board has the appropriate board membership. The Committee also makes recommendations on Board remuneration.

2. Committee Membership

2.1 As well as the Chair, during 2023/24 the Committee membership was made up of Frances Done and Marcus Longley, the chairs of the two Board sub-committees.

2.2 Alan Clamp (CEO), Jane Carey (Director of Corporate Services and lead executive for the Committee) and Melanie Hueser (Secretariat) attend the meetings.

2.3 The Committee's agenda is quite narrow. The Committee members have the appropriate experience and skills or are able to request the expertise of others when appropriate.

2.4 This Committee's workload is important but relatively light. All members and attendees have a strong attendance record and are diligent in completing the work.

3. Meetings

3.1 Under its Terms of Reference, the Committee meets when required. Meetings are held roughly every three months, and this seems to work well. Meetings tend to be short, at around an hour, and are usually held remotely. Frances is leaving at the end of July 2024 and the three devolved administration members come to the end of their second terms at end of 2024 and April 2025 for Wales

plus the Associate Board Member finishes his term in May 2024. Meetings have therefore been held more frequently in early 2024 as we succession plan.

- 3.2 Jane Carey is the lead executive. Jane shares the agenda with me ahead of time. Papers are shared in good time with all members and attendees and cover all the key issues.
- 3.3 All Committee members and attendees fully participate in Committee discussions.

4. Providing assurance to the Board

- 4.1 Although no new board members have joined the PSA so far in 2023/24, this has been a busy year of planning. We are currently part way through the recruitment process for the new chair of ARC and the Board will be separately updated on this.
- 4.2 The campaign for a new Associate Board Member is also underway with a closing date of 10 March 2024.
- 4.3 The Board receives a regular update on the Committee's work through full publication of the minutes. The Chair also provides a verbal update when appropriate.

5. Conclusion on Committee Effectiveness

- 5.1 The Committee is working effectively. No changes to its Terms of Reference or practices are recommended at this time.

Annexe A – Terms of Reference

Nominations Committee Terms of Reference

6. Role

- 6.1 The Nominations Committee ensures that the Authority has an appropriate Board membership.
- 6.2 The Executive Assistant acts as Secretary to the Committee.

7. Membership

- 7.1 Membership of the Nominations Committee will consist of three Board members.
- 7.2 The committee will be chaired by the Authority's Chair. The Chair of the Audit and Risk Committee and the Chair of the Scrutiny Committee are automatically members of the committee.
- 7.3 Membership of the committee will be reviewed at least annually and proposals for change will be subject to the approval of the Board.
- 7.4 The Deputy Chair (if not already a member of the Committee) will assist the committee in the Chair's annual performance review and (re)appointment process.

8. Reporting

- 8.1 Following each meeting, the Chair of the Committee will report to the Board in private session.
- 8.2 The Committee will also annually review its own effectiveness and report the results of that review to the Board.

9. Responsibilities

- 9.1 The Nominations Committee, supported by the Chief Executive, advises the Board about its appointments, and in particular it will:
 - Examine the processes and procedures related to Board appointments and make proposals to the Board for any changes
 - Regularly review the structure, size and composition (including the skills, knowledge, experience and diversity) of the Board and make recommendations to the Board with regard to any changes
 - Give full consideration to succession planning for Board members in the course of its work, taking into account the challenges and opportunities facing the Authority, and the skills and expertise needed on the board in the future
 - Act as or appoint a recruitment panel, and as such be responsible for identifying and nominating for the approval of the Board candidates to fill Board vacancies as and when they arise, working to the Authority's

documented recruitment processes and paying regard to the Authority's good practice advice to regulators

- Ensure that annual performance reviews are conducted for all Board members
- Review the results of the annual Board effectiveness review that relate to the composition of the Board
- Work and liaise as necessary with all other Board committees
- The Committee shall also make recommendations to the Board concerning:
 - Formulating plans for succession for Board members and in particular for the key roles of Chair and Chief Executive
 - Suitable candidates for the role of whistleblowing champion
 - Membership of other Committees, in consultation with the Chairs of those Committees
 - The re-appointment of any Board member at the conclusion of their specified term of office having given due regard to their performance and ability to continue to contribute to the Board in the light of knowledge, skills and experience required
 - Any matters relating to the continuation in office of any Board member at any time including the suspension or termination of service subject to the provisions of the law and their service contract.

10. Meetings

- 10.1 The Nominations Committee will meet as required, with an expectation that it meets at least annually in June following the Board's strategy session in May.
- 10.2 The Nominations Committee may ask any other officers of the Authority, to attend meetings to assist it with its discussions on any particular matter.
- 10.3 The Committee may obtain, if necessary, outside legal, comparative or other independent professional advice and secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.
- 10.4 The Nominations Committee may ask any or all of those who normally attend but who are not members to withdraw to facilitate open and frank discussion of particular matters.

11. Quorum

- 11.1 The quorum for any meeting will be two members.
- 11.2 The Chair of the Committee is permitted to co-opt additional members of the Committee when this is necessary to conduct business

Version Control

Please note all Committee Terms of reference sit within the Governance Framework and the version control will be used to link the changes.

Printed documents are uncontrolled. This document is only valid on the day it was printed.

Version	Description of Version	Date Completed
1.0	ToR agreed and signed off by Board	March 2019
1.1	Reviewed as part of the Board review of the Governance Framework. Minor update to ToR to remove the reference to an external person doing the Chair appraisal.	January 2021
1.1	Reviewed as part of the Board review of the Governance Framework	Board review March 2022
1.1	Reviewed as part of the Board review of the Governance Framework	Board review January 2023
1.2	Nominations Committee review	March 2023
1.3	Nominations Committee review	March 2024