

Annex 8, Appendix 4: Appointment of Chairman and non-executive Directors

1. Initial (first) Appointments

Provisions in paragraph 26 of the constitution shall be followed.

2. Arrangements for Appointments after Initial (first) Appointment

- 2.1. Subject to the provisions of the constitution, the process for appointing new non-executive directors and the Chairman will be as follows:
- 2.2. Subject to paragraphs 2.3 and 2.4 below, the Chairman and other non-executive directors are to be appointed by the Council of Governors following a process of open competition. Subject to paragraph 3 below, the current Chairman or a non-executive director may stand for reappointment.
- 2.3. On the first renewal of the appointment of a non-executive director, the Council of Governors will appoint a Nominations Committee to determine whether the non-executive director may be reappointed without a process of open competition. If the Nominations Committee does not consider the reappointment appropriate, then a suitable replacement will be identified in accordance with paragraphs 2.5 and 2.6 below.
- 2.4. The University of Oxford shall be entitled to nominate a representative to serve as a non-executive director of the trust for a period to be agreed by the Nominations Committee, subject to appointment in accordance with the 2006 Act.
- 2.5. Six months before the end of the term of office of the Chairman or a non-executive director (as the case may be), the Council of Governors will appoint a Nominations Committee to seek a suitable replacement. The relevant Nominations Committee will be constituted in accordance with paragraph 2.8 or 2.9 below.
- 2.6. The Nominations Committee shall seek candidates for office by way of open advertisement and other means. It shall assess and select for interview such candidates as are considered appropriate and in doing so the Nominations Committee shall be at liberty to seek advice and assistance from persons other than members of the Committee, including (without limitation) the Council of Governors and the Board of Directors.
- 2.7. The Nominations Committee will make recommendations to the Council of Governors, including recommendations about pay. External professional advisers will be consulted on comparable remuneration levels for the Chairman and other non-executive directors at least once every three years and when they intend to make a material change to the remuneration of a non-executive director. The Council of Governors shall resolve in a general meeting to appoint such candidate or candidates (as the case may be) as it considers appropriate and in reaching its decision it shall have regard to the views of the Nominations Committee and of the Board of Directors as to the suitability of the available candidates and the remuneration and allowances and other terms and conditions of office.
- 2.8. The *Nominations Committee for the Chairman* will consist of three Public Governors, one Staff Governor and one appointed Governor.
 - 2.8.1. If the number of Governors prepared to serve on the Nominations Committee is greater than the number of places available, the committee members will be selected by secret ballot of Governors.
 - 2.8.2. The committee shall be chaired by the deputy Chairman.
 - 2.8.3. Each of the members of the committee shall have one vote on making a recommendation to the Council of Governors as to potential candidates for appointment. The committee's Chair will have a casting vote.

APPENDIX 1: EXTRACT FROM OUHFT CONSTITUTION

- 2.9. The *Nominations Committee for Non-Executive Directors* will consist of the Chairman, two elected public governors, one elected staff governor, and one appointed governor.
 - 2.9.1. The Chief Executive may attend at the Committee's request in an advisory capacity only.
 - 2.9.2. If the number of governors wishing to serve on the Nominations Committee for non-executive directors is greater than the number of places available, the committee's members will be selected by secret ballot of governors.
 - 2.9.3. The Chairman will chair the committee.
 - 2.9.4. Each of the five members of the committee will have one vote on a recommendation to the Council of Governors as to potential candidates for appointment.
- 2.10. The Nominations Committees will be supported by appropriate advice from the trust's Director of Workforce.
- 2.11. All appointments will be conducted and made in accordance with the Human Resources policies of the trust.
- 2.12. The Council of Governors will not consider nominations for membership of the Board of Directors other than those made by the appropriate Nominations Committee.

3. Term of Office of Chairman and Non-Executive Directors

- 3.1. Subject to paragraph 1 above, Non-Executive Directors, including the Chairman, shall be appointed by the Council of Governors for specified terms at intervals of no more than three years.
- 3.2. No more than two terms of office may be served.