

**TERMS OF REFERENCE
OF
CAA NOMINATIONS COMMITTEE**



1. CONSTITUTION

The CAA Board has established a Committee of the Board to be known as the Nominations Committee.

2. MEMBERSHIP

The Committee shall comprise:

- a) the Chair of the CAA,
- b) at least one other Non-Executive Member, and

The Chief Executive will attend all meetings at the invitation of the Committee except when the post of Chief Executive is under consideration. The Department for Transport will be invited to send a representative to meetings at which appointments of Non Executive Members are to be discussed.

The Committee will be chaired by the Chair of the CAA, save where nominations for the appointment of a new Chair are under consideration. In such cases another Non-Executive Member shall Chair the meeting.

A quorum shall consist of the Chair and one other Non-Executive Member, save that:

- a) where nominations for the appointment of the Chair are under consideration a quorum shall consist of at least two Non-Executive Members,
- b) where nominations for the appointment of an Executive Member (other than the Chief Executive) are under consideration a quorum shall consist of the Chair of the CAA, one other Non-Executive Member and the Chief Executive.

3. LEGAL FRAMEWORK

The provisions governing the appointment of Members of the CAA are set out in the Civil Aviation Act 1982, as amended by the Civil Aviation Act 2012: section 2 of, and Schedule 1 to, the Civil Aviation Act 1982.

Under the Civil Aviation Act 1982, as amended:

- a) The Secretary of State appoints the Chair and other Non-Executive Members;
- b) The Non-Executive Members appoint the Chief Executive, subject to approval by the Secretary of State;

- c) The Chief Executive appoints other Executive Members, subject to the approval of the Chair and at least one other Non-Executive Member.

4. PURPOSE AND DUTIES

Pursuant to the authorities set out above, the purpose of the Committee is to consider and make recommendations in respect of the appointment of Members of the CAA to:

- the Secretary of State (regarding Chair and other Non-Executive Member appointments),
- the Chair and other Non-Executive Members (regarding Chief Executive appointments),
- the Chair, Chief Executive and Non-Executive Members (regarding other Executive Member appointments)

The duties of the Committee are:

- To regularly review the CAA Board's composition and size and make recommendations for change to the Board as necessary.
- To prepare a description of the role and capabilities required for each Member appointment and ensure that any nominations or appointments are made against the objective criteria contained in the description. The Committee will also have due regard to achieving an overall balance of skills, knowledge, experience and diversity on the Board.
- To oversee the succession planning for key CAA roles, including the Chief Executive and other Executive Members on at least an annual basis.
- To assist the Department for Transport in identifying and nominating Non-Executive Members, including Chair, to fill Board vacancies as they arise.
- To make recommendations to the Department for Transport regarding the reappointment of any Non-Executive Members, including the Chair.
- To identify suitable candidates for the post of Chief Executive for approval by the Non-Executive Members and the Secretary of State.
- To work with RemCo to approve the proposals made by the Non Executive Members to appoint and reappoint the Chief Executive, and proposals made by the Chief Executive for the appointment and reappointment of other Executive Members. The Nominations Committee will be responsible for appointments and for setting initial reward packages, for the Chief Executive and other Executive Members, in discussion with the RemCo Chair
- To oversee the process for appointments of Board Members. The process is outlined in the Annex.
- To ensure that new Non-Executive Members receive an appropriate induction.
- To report to the Board on the Committee's proceedings, as appropriate, after each meeting.
- To provide a summary of activity for the CAA's Annual Report.

The Committee may procure such specialist support as it deems appropriate to assist it in the performance of these duties.

Note - The Remuneration Committee (RemCo) is responsible for agreeing, and assessing performance against, objectives for the Chair, Chief Executive and other Executive Members. In addition, the RemCo is responsible for agreeing reward for the Chief Executive and other Executive Members on the basis of their performance against objectives and for agreeing the policy covering departure terms for the Chief Executive and other Executive Members.

5. MEETINGS

The Committee shall meet at least once a year and meetings will be convened with at least one month's notice.

Members may attend a meeting in person or by means of a telephone or video conference. A note of the conclusions reached shall be prepared in relation to each meeting and must be agreed by each Member present at the meeting as an accurate record of matters discussed. Such agreement may be by way of signature or email.

The Human Resources team will provide the secretariat for the Committee.

November 2017

Annex – Appointment, Re-appointment Process

Non Executive Appointments

Appointments are undertaken by the Department for Transport (DfT) in accordance with the Code of Practice for Ministerial Appointments to Public Bodies, which is published by the Commissioner for Public Appointments. In summary, the process undertaken is:

- DfT agree selection process, criteria, and publicity strategy with Minister
- Cabinet Office ratifies selection process, criteria, and publicity strategy
- DfT appoint selection panel¹
- DfT advertise appointment
- Selection panel shortlists candidates
- Selection panel provides copy of shortlist to Minister and seeks views
- Selection panel interviews candidates
- Panel provide report to Minister for decision
- Cabinet Office ratifies decision
- DfT inform candidates of decision
- DfT publicise appointment

The process is initiated with a Nominations Committee meeting at least eight months prior to appointment to agree the need for appointment, and the job specification outlining roles and responsibilities. The recommendations of the Committee will be presented to the subsequent CAA Board meeting for information and noting in the Board Minutes. At least six months prior to appointment, the CAA Chair will write to DfT outlining the new appointment, timelines for recruitment, and job specification. The remainder of the appointment process lies with DfT. An indicative timetable is shown below (although the content and the management of this timetable lies with DfT):

8 months prior to appointment	CAA alerts DfT to potential need for new appointment
6 months prior to appointment	Chair writes to DfT requesting new appointment. DfT liaises with Minister and Cabinet Office regarding approval for selection process, criteria and publicity strategy.
5 months prior to appointment	DfT appoint selection panel and advertise appointment
3 months prior to appointment	Selection panel shortlists candidates and seeks views from Ministers
2 months prior to appointment	Selection panel interviews candidates and provide report to Minister and Cabinet Office for decision
1 month prior to appointment	DfT informs candidate of decision and publicises appointment

Non Executive Re-Appointments

The Code of Practice for Ministerial Appointments contains certain provisions relating to reappointments or extensions:

- Any such reappointment or extension is made in accordance with the law relating to the particular public body or statutory office
- No reappointment or extension is made without a satisfactory performance appraisal, evidence of which must be made available on request; and
- No individual will serve in any one post for more than ten years.

Eight months prior to the term end date for each Non-Executive Member, the Chair will seek to establish from that Member whether reappointment is sought. If a further term is sought, the Nominations Committee will convene to consider the reappointment. Following agreement, the CAA Chair will write to DfT highlighting the reappointment, evidence of

¹ The selection panel will be chaired by a Department official, or (with the Department's agreement) the Chair of the CAA.

performance during the Non-Executive Member's appointment, duration of new term (typically 3-5 years), remuneration level, and demands on time (e.g. 1 day a week). This letter will be provided to DfT six months prior to the appointment commencement date so that there is clarity over whether a reappointment is appropriate or whether a new appointment is required. On receipt of approval of the reappointment from the DfT, the Non-Executive Member will be informed of the decision by the CAA Chair, who will also brief the Board on the outcome. The same process will apply in respect of re-appointment of the CAA Chair although a Non-Executive Member from will undertake those elements of the reappointment process usually performed by the CAA Chair.

Chief Executive Appointment / Reappointment

Eight months prior to the term end date for the Chief Executive, the Chair will seek to establish whether a reappointment is sought. If a further term is sought, the Nominations Committee will convene to consider this reappointment. Following agreement, the CAA Chair will write to DfT to seek approval for this reappointment.

If a new appointment is required, a Nominations Committee meeting will be convened to approve the process for the search for, and appointment of, a new Chief Executive. At the conclusion of the process shortlisted candidates will be invited to be interviewed by a subset of the Nominations Committee. The CAA Chair will subsequently write to the DfT to seek approval of the recommended candidate by the Secretary of State. On receipt of approval, the CAA Chair will inform the successful candidate, and the Board, of the decision, which will be subject to satisfactory pre-employment checks (e.g. security clearance, medical etc.).

Other Executive Member Appointment / Reappointment

If a new appointment is required in an existing role, a Nominations Committee meeting will be convened to approve the process for the search for, and appointment of, a new Executive Member. A short list of candidates will be invited to be interviewed by a subset of the Nominations Committee (including the Chief Executive). The Committee will agree the successful candidate, who will be informed of the decision by the Chief Executive, which will be subject to satisfactory pre-employment checks (e.g. security clearance, medical etc.). The Chief Executive will also inform the Board.