**Template Terms of Reference for a Succession Planning Committee**

Some Boards may wish to set up a Succession Planning Committee. If they do, the following template Terms of Reference, that can be adapted to suit individual bodies’ circumstances, may be of assistance.

*Terms of reference for the Succession Planning Committee*

*The Board has established a Succession Planning Committee to support its work on Board appointments.*

***Purpose***

*Inclusive and diverse Boards are more likely to be effective, to be better able to understand their stakeholders and benefit from fresh perspectives, new ideas, vigorous challenge and broad experience.*

*The role of the Succession Planning Committee is to:*

* *lead on meeting the Board’s responsibilities in relation to planning for succession through appointments and Board member development;*
* *offer advice to the Board on future appointments and reappointments;*
* *review and evaluate the skills, knowledge, expertise, diversity (including protected characteristics) of current Board members, and requirements of future members, on an annual basis; and*
* *develop a succession plan that can be presented to the Board.*

***Constitution***

1. *The Succession Planning Committee shall consist of the Chair, two Board members, the Chief Executive, an official from the Scottish Government sponsor team and other relevant staff as required –[N.B. the majority of the members of the committee should be independent non-executive members].*
2. *The Chair of the Committee will be the Chair of the Board.*
3. *The quorum required to be present at any meeting of the Committee shall comprise no fewer than three members.*
4. *Officers attending the Committee will include [the Press and Communications Manager, HR Manager and Equalities lead]. Other officers may be invited to attend for all or part of any meeting as and when appropriate.*
5. *The Committee will meet [at least annually]. The meeting will be timed to align with the Board planning cycle. The Committee will also convene on an ad hoc basis to deal with issues such as unanticipated Board member departures and changes to the operating environment.*
6. *The Committee will report to the Board. A copy of the minutes will normally form the basis of the report.*
7. *The Committee will review its own effectiveness and provide an overview report to the Board annually on the Committee’s work and key considerations.*
8. *The Succession Planning Committee may co-opt additional members for a period not exceeding one year to provide specialist input.*

***Remit***

1. *Review and evaluate skills, knowledge, experience and diversity (including in relation to protected characteristics) of the Board including the attributes required for all or the majority of Board members (both now and in the future).*
2. *Identify skills and diversity gaps and shortages in light of the body’s long-term strategy.*
3. *Develop a succession plan in response to the skills and diversity needs that have been identified, and in so doing, ensuring that new members appointed to the Board reflect the needs identified, thus avoiding appointments being made in the image of the current Board members.*
4. *Consult and seek advice from the Public Appointments Team on ways of attracting the type of applicant required, identify and advise on different methods and approaches to recruitment including the application process, information pack and interviews.*
5. *Give consideration to participation of [users of services] in the recruitment process.*
6. *Consider recommending one or more committee members taking part in the assessment of applicants.*
7. *Keep the Board apprised of the committee’s work and prepare an annual report to the Board.*
8. *Involve, as appropriate, the executive resources of the body such as HR and public relations professionals, to enhance and support appointment activity and to ensure that it is aligned with the body’s brand, values and other corporate communications.*
9. *Adhere at all times to the Code of Practice for Ministerial Appointments and policy and seek as appropriate guidance and advice from the office of the Commissioner for Ethical Standards in Public Life in Scotland.*

***General***

1. *The work of the Committee needs to be fully informed by:*
* *Strategic planning,*
* *Business planning,*
* *Risk register,*
* *Information presented to the Board on its composition in accordance with the Equality Act 2010 (Specific Duties) (Scotland) Amendment Regulations 2016, and*
* *Performance assessment (which will also be linked to external and internal audit).*