

Terms of Reference Council of Governors Nominations & Remuneration Committee

1 Constitution of the Committee

- 1.1 The Nominations & Remuneration Committee is a formal Committee established by the Council of Governors. The Committee's primary purpose is to make recommendations to the Council of Governors on the appointment and remuneration of the Chairman and Non- Executive Directors of the Trust, and on plans for their succession.

2. Purpose and primary duties

- 2.1 The duties of the Committee are as follows:

- a) to make recommendations to the Council of Governors, as appropriate, concerning the appointment/re-appointment of the Chairman and any Non-Executive Director. In making recommendations, the Committee shall give due regard to an individual's performance in post and their ability to continue to perform adequately in the light of the knowledge, skills and experience required at the time of appointment/re-appointment. The Committee will also consider the balance between the need for continuity and the need progressively to refresh the Board;
- b) to have regard to the principles of the NHS Foundation Trust Code of Governance regarding terms of office and the process of appointments;
- c) to ensure that a process for the timely selection and appointment of new candidates for the office of Chairman or Non-Executive Director of the Trust exists and has regard to the expected needs of the Board at the time of the appointment and which follows best practice in recruitment processes. In particular the process should normally include:
 - i. the requirement to use open advertising and /or the services of external providers to facilitate the search for candidates;
 - ii. the requirement to consider candidates from a wide range of backgrounds;
 - iii. the requirement to consider candidates on merit against objective criteria, ensuring that candidates have enough time available to devote to the position.
- d) to make recommendations to the Council of Governors on the appointment of the Chairman and Non-Executive Directors;
- e) to make recommendations to the Council of Governor regarding the remuneration of the Chairman and Non-Executive Directors;
- f) in determining the nature of the recommendation the Committee will take into account all factors that it deems necessary. These will include the scope of responsibilities of the individuals concerned, the expected time commitment of the post, the general level of pay increases within the Trust and the wider NHS and guidance issued by the Independent Regulator or other relevant body;

- g) to consult external professional advisors on the market rates for such remuneration levels at least every three years or when significant changes to levels of remuneration are proposed;
- h) to make recommendations to the Board and Council of Governors for the appraisal of the performance of the Chairman and Non-Executive Directors;
- i) to receive reports on the process and outcome of the appraisals of the Chairman and Non- Executive Directors;
- j) to formulate plans for succession for the Chairman and Non-Executive Directors;
- k) to consider any matter relating to the continuation in office of the Chairman and any Non-Executive Director when requested to do so by the Board or the Council of Governors;
- l) to agree an annual schedule of business of the Committee's planned activities;
- m) unless otherwise agreed, recommendations for approval by the Council of Governors will be presented to it at the first available meeting following the meeting of the Committee.

3. Authority

3.1 The Committee is authorised by the Board and Council of Governors to act within its terms of reference and:

- a) to seek any information that it requires from an employee of the Trust in order to perform its duties;
- b) to require any employee to attend a meeting of the Committee to present information or answer questions on a matter under discussion;
- c) to develop policies, procedures and guidelines, on matters concerning its duties, for approval by the Council of Governors;
- d) to take advice from external advisors wherever it is appropriate to do so.

4. Membership

4.1 The membership of the Committee shall comprise:

- the Chairman
- three Public Governors (one of whom would normally be the Lead Governor), as nominated by the Council of Governors
- one Staff Governor, as nominated by the Council of Governors
- one Appointed Governors (or additional Staff Governor), as nominated by the Council of Governors

4.2 The Chairman of the Trust, or an independent Non-Executive Director should chair the Committee. At the discretion of the Committee, a Governor may exceptionally chair the Committee in respect of the appointment of Non-Executive Directors or the Chairman.

4.3 Only members of the Committee have a right to attend meetings, with the exception of the Senior Independent Director who shall act as an adviser to the Committee, as required.

5. Quorum

5.1 The quorum necessary for business to be transacted shall be three, including at least one Public Governor, one Staff Governor and the Chairman or Vice-Chairman. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and duties vested in or exercisable by the Committee.

6. Attendance

6.1 The Chief Executive and the Director of Human Resources and Organisational Development will normally attend all meetings of the Committee.

6.2 Other members of the Board, officers of the Trust, and external advisors, may be invited to attend the Committee where appropriate.

6.3 The Trust Secretary, or their designated deputy, will act as the Committee Secretary.

6.4 All members will receive training and development support before joining the Committee and on a continuing basis to ensure their effectiveness as members

7. Reporting and Review

7.1 The Committee does not have any formal sub-committees.

7.2 The Committee will provide reports to the Council of Governors. This will take place at the meeting immediately following the Committee meeting, unless otherwise agreed.

7.3 The terms of reference will be reviewed by the Committee and approved by the Board of Directors on a minimum basis of every two years.

7.4 These terms of reference will be reviewed at least every year. Proposed variations will require the approval of both the Board and the Council of Governors.

7.5 In accordance with the NHS Foundation Trust Code of Governance (Section B.6), the Committee will undertake an annual evaluation of its effectiveness.

8. Committee Administration

8.1 The Committee will meet as frequently as it may determine in line with business needs.

8.2 The Chairman may at any time convene additional meetings of the Committee to

consider business that requires urgent attention.

- 8.3 Notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed, will be made available to each member of the Committee, no less than five working days' before the date of the meeting in electronic form. Supporting papers will be made available no later than three working days before the date of the meeting. Meetings can be held virtually if required
- 8.4 The Chairman will establish, at the beginning of each meeting, the existence of any conflicts of interest and ensure these are recorded in the minutes accordingly.
- 8.5 The Committee secretary will minute the proceedings of all Committee meetings, including recording the names of those present, in attendance and absent. Draft minutes of Committee meetings will be made available promptly to all members of the Committee, normally within 10 working days of the meeting.

Date approved by the CoGs Nominations and Remuneration Committee: 07 October 2020

Date approved by the Council of Governors: 3 November 2020

Next review date: October 2021