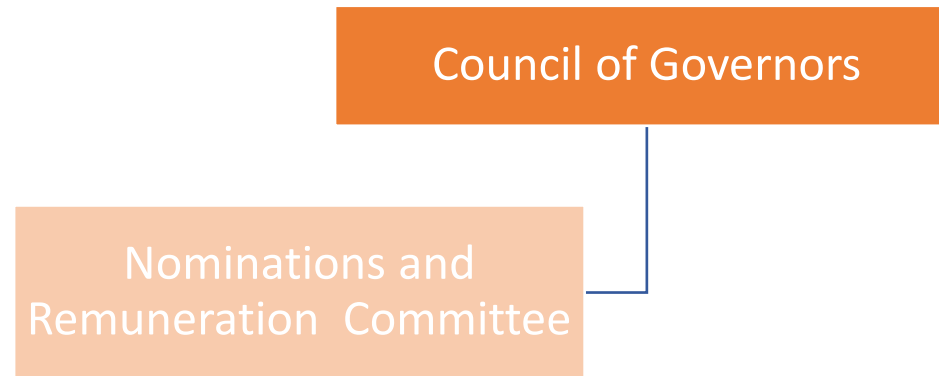


▶ **Nomination and Remuneration Committee (NRC)**

Sharon Mays, Committee Chair
20 June 2024

▶ Nominations and Remuneration Committee



- Statutory Committee that reports into Council of Governors
- The other Statutory Committees are Audit and Risk Committee and Remuneration Committee (for Exec roles) which report into the Board
- The committee has Terms of Reference which define the purpose and structure of the committee. These were updated in June 2023 and are reviewed annually . They were reconfirmed at the NRC meeting in February 2024.

Responsibilities

The NRC has the following delegated responsibilities on behalf of the Council of Governors:

- Review the skills and balance of the Non-Executive Directors to support succession planning
- Be responsible for monitoring the performance of the Chair and Non-Executive Directors
- Advise and make recommendations to the Council of Governors on the selection process, appointment, remuneration terms and conditions, and where necessary, the removal of, the Chair and Non-Executive Directors
- Be responsible for advising and making recommendations to the Council of Governors in respect of the approval of the appointment of the Chief Executive following receipt of recommendations on this from the Board of Directors Remuneration Committee



Responsibilities - Review the skills and balance of the Non-Executive Directors to support succession planning

- In line with the Code of Corporate Governance 2022 all new Non-Executive appointments are now made with initial terms of 3 years
- The term of office for a Non-Executive should be for a maximum of 9 years except in exceptional circumstances and subject to rigorous review and NHSE approval after 6 years
- To support effective succession planning there is a need for the NRC to consider planning required for the roles of Chair and Non-Executive and Associate Non-Executive Directors (it should be noted the appointment to the Associate Non-Executive role is made by the Board of Directors)



Responsibilities - Be responsible for monitoring the performance of the Chair and Non-Executive Directors

- Monitoring the performance evaluation of the Trust Chair (via the Senior Independent Director) and the NEDs (via the Chair) on an annual basis
- The appraisal process includes a collation of feedback on the performance of NEDs and the Chair from governors, board members and external stakeholders (for the Chair). Views from the Board are also gathered. The feedback forms are based around the new competency domains from NHS England which were published in February 2024.
- The Council of Governors receive a report from the NRC confirming plans for the appraisals of the Chair and the Non-Executive Directors. Following completion of the appraisals a report on the outcome is received at the NRC
- A further report is received at the Council of Governors which provides the outcome of the appraisals and assurance that an appropriate process has been followed and the committee have been able to undertake its delegated functions appropriately.

Responsibilities - Advise and make recommendations to the Council of Governors on the selection process, appointment, remuneration terms and conditions, and where necessary, the removal of, the Chair and Non -Executive Directors

- The NRC meets and receives considerations from the Board of Directors on any skills required for any appointments to Chair or Non-Executive roles and receives and approves job descriptions, recruitment and appointment processes
- The NRC approves the recruitment documentation and participates in shortlisting and appointment panels
- The committee reviews remuneration at least every 3 years and when new appointments are made

Note - Termination requires completion of a rigorous process with a number of steps taken before a recommendation would go to Council of Governors. The decision requires approval of three-quarters of the members of the whole Council



Responsibilities - appointment of the Chief Executive

- Receive recommendations on this from the Board of Directors Remuneration Committee.
- Advise and make recommendations to the Council of Governors in respect of the approval of the appointment of the Chief Executive
- The Council of Governors approved the appointment of the new Chief Executive, on the recommendation of the NRC in April 2023.

► Membership

The Terms of Reference were updated for approval at NRC in June 2023, and confirmed in February 2024 with the following proposed composition:

Members:

- Chair of the Board and Council of Governors (Chair of the committee except where conflicted or items relate to their performance, remuneration or appointment)
- Lead Governor
- 2 Public Governors
- 1 Service User Governor/ Young Service User
- 1 Carer/ Young Carer Governor
- 1 Staff Governor
- 1 Appointed Governor

Members of Council of Governors can be co-opted to fill a vacancy

Quorum: Five of which one has to be the Chair or the Senior Independent Director

▶ Attendees

Normally in attendance:

- Director of Corporate Governance (Board Secretary) in an advisory and support role
- Senior Independent Director for items related to the appraisal or re-appointment of a Chair
- Director of People (HR) if required

2023 – 2024 meetings

In 2023-2024 the committee met 3 times to discuss and approve the following items:

- 4 October 2023
 - Outcome of NED appraisals
 - NED succession planning 26 May 2022
 - Board recruitment update
- 14 June 2023
 - Approval of proposed changes to the Constitution
 - NRC presentation to CoG
 - NRC Terms of Reference
 - Board recruitment update
 - Chair Appraisal outcome
- 8 February 2024
 - Succession planning for NED roles for 2024/25 planning
 - Annual Review of Effectiveness of NRC