

Board of Directors' Nomination and Remuneration Committee Terms of reference

1. Purpose

The Board of Directors' Nomination and Remuneration Committee (the Committee) is constituted as a standing committee of the Board of Directors.

The Committee is authorised by the Board of Directors to act within its Terms of Reference, as set out below, subject to amendments at future meetings of the Board of Directors.

The Committee is authorised by the Board of Directors to obtain such information as it considers necessary for, or expedient to, the exercise and fulfilment of its functions. All members of staff of the Trust are directed to co-operate with any request made by the Committee.

The Committee is authorised by the Board of Directors to instruct professional advisors and request the attendance of individuals and authorities from outside the Trust with relevant experience and expertise if it considers this necessary for, or expedient to, the exercise of its functions.

2. Duties and responsibilities

2.1 Appointment and Nomination

- To regularly review the structure, size and composition (including the skills, knowledge and experience) required of the Board of Directors and make recommendations to the Board with regard to any changes.
- To give consideration to and make plans for succession planning for the Chief Executive, other Executive Directors and the Company Secretary taking into account the challenges and opportunities facing the Trust and the skills and expertise needed at the current time and in the future and best practice relating to Board diversity.
- Be responsible for identifying and appointing candidates to fill posts within its remit as and when they arise. In partnership with whole Board of Directors, led by the Chief Executive this remit includes responsibility for identifying and appointing a candidate to fulfil the role of the Company Secretary.
- Be responsible for identifying and nominating a candidate, for approval by the Council of Governors, to fill the position of Chief Executive.

- Before an appointment is made, to evaluate the balance of skills, knowledge, diversity and experience on the Board of Directors and, in the light of this evaluation, prepare a description of the role and capabilities required for a particular appointment. In identifying suitable candidates the Committee shall use open advertising or the services of external advisers to facilitate the search; consider candidates from a wide range of backgrounds and consider candidates on merit against objective criteria.
- To consider any matter relating to the continuation in office of any Executive Director and the Company Secretary at any time including the suspension or termination of service of an individual as an employee of the Trust.
- To consider the engagement or involvement of any suitably qualified third party or advisers to assist with any aspects of the Committee's responsibilities and give specific consideration to the engagement of NHS England / ICB representation on the selection panels for Executive Director posts.
- To receive assurance reports on behalf of the Board of Directors in relation to compliance with the requirements set out within the Trust's Fit and Proper Persons Requirement (FPPR) Policy as it relates to appointments to the Board of Directors and annual FPPR checking process.
- To agree and monitor plans for how the Board of Directors will reflect, in terms of agreed EDI metrics, the composition of the organisation's workforce or local community.

2.2 Remuneration

- To decide upon and review the terms and conditions of office of the Trust's Executive Directors and those individuals on locally-determined pay in accordance with all relevant Trust policies, including:
 - Salary, including any performance-related pay or bonus
 - Provision for other benefits, including pensions
 - Allowances
 - Compensation commitments (including pension contributions and all other elements) entailed by terms of appointment in the event of early termination with the aim of avoiding rewarding poor performance.
 - The appropriateness of claw-back provisions in the case of a director returning to the NHS within the period of any putative notice.

- To adhere to all relevant laws, regulations and Trust policy in all respects, including (but not limited to) determining levels of remuneration that are sufficient to attract, retain and motivate Executive Directors whilst remaining cost effective.
- To advise upon and oversee contractual arrangements for Executive Directors, including but not limited to termination payments and agreements. This will also relate to any matter that requires Treasury approval or any matter that may give rise to public concern.
- To determine arrangements for annual salary review for all staff on Trust contracts.
- To recommend and monitor the level and structure of remuneration for senior management (defined for this purpose as the first layer of management below board level).

3. Accountable to

The Committee is accountable to the Board of Directors.

4. Reporting

Reports to	Reporting methods (e.g. minutes, progress report, assurance report)	Frequency
Board of Directors – held in private	Minutes	After each meeting

The minutes of all meetings of the Committee shall be formally recorded and shall be retained by the Assistant Chief Executive, on behalf of the Chair.

The Committee shall report to the Board of Directors after each meeting of the Committee.

The Committee will make an annual report to the Board of Directors and the Assistant Chief Executive, on behalf of the Chair, shall ensure that the work of the Committee is accurately reported in the Annual Report and Accounts, in accordance with any direction from NHS England.

5. Membership and attendance

Membership

Designation
All Trust Board Non-Executive Directors, including the Chair of the Board.

The Chair of the Board will chair the Committee and the Vice Chair of the Board will act as Chair of the Committee in the Chair's absence or if the Chair has a conflict of interest.

In attendance

Only members of the Committee have the right to attend Committee meetings. At the invitation of the Committee, meetings shall also normally be attended by the following people:

Designation
Chief People Officer (who sits as an advisor on the Committee)
Chief Executive
Assistant Chief Executive
Corporate Governance Manager (Minutes)

Other persons may be invited by the Committee to attend a meeting so as to assist in deliberations.

Any non-member, including the secretary to the Committee (Assistant Chief Executive or their nominated deputy), will be asked to leave the meeting should their own conditions of employment be the subject of discussion.

6. Quorum

A quorum shall be three members.

At the discretion of the Chair, business may be transacted through a teleconference or videoconference provided that all Board members present are able to hear all other parties and where an Agenda has been issued in advance. Participation in a meeting via electronic means shall constitute presence in person at the meeting.

7. Meeting roles and responsibilities

Chair	Annette Laban, Chair
Lead Officer	Sandi Carman, Assistant Chief Executive
Meeting Administrators	Rachael Winterbottom, Corporate Governance Manager and Sandi Carman, Assistant Chief Executive

8. Meeting frequency

Meetings are scheduled quarterly (March; June; September and December).

9. Process for reviewing effectiveness (tick all that apply)

- Annual review of terms of reference
- Annual report including review of work plan delivery and attendance
- Effectiveness questionnaire completed by members
- Internal / external audit review

The effectiveness of the Committee will be monitored on an annual basis via the following:

- Annual review of the Terms of Reference by the Board of Directors
- Annual report to the Board of Directors
- Report of the Committee's work in Annual Report and Accounts in accordance with direction from NHS England.

10. Document control

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