



Trust Constitution Review Steering Group

Council of Governors' Nominations and Remuneration Committee Terms of Reference

Summary of significant amendments from current version , last approved January 2009	
Where	What
All	Ensure compliance with v3 of the Trust Constitution.
All	Compliant with agreed STH Terms of Reference format.
Title	Rename as Council of Governors' Nominations and Remuneration Committee.
Para 1	To more clearly describe the purpose and authorisation of the committee.
Para 2	Differentiate Nominations role from Remuneration role and clarify separate responsibilities for each.
Para 3	Codify accountability to Council of Governors.
Para 4	Codify reporting arrangements.
Para 5	Membership and in attendance details specified in full.
Para 6	Quorum extended slightly to from 4 to 5 members.
Para 7	Meeting frequency changed from "as and when" to at least every 6 months.
Para 10	Effectiveness monitoring strengthened via an annual report to Council of Governors and inclusion of summary in Annual Report and Accounts.
Appendix 1	Procedural guidance for approving an annual reappointment of NEDs.