



TERMS OF REFERENCE

BOARD OF DIRECTORS NOMINATION AND REMUNERATION COMMITTEE

1 PURPOSE

The Board of Directors' Nomination and Remuneration 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 internal 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 cooperate 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 its functions.

2 DUTIES/RESPONSIBILITIES

2.1 Nominations

- 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 and other Executive Directors taking into account the challenges and opportunities facing the Trust and the skills and expertise needed in future.
- Be responsible for identifying and nominating for appointment candidates to fill posts within its remit as and when they arise.
- 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 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; consider candidates on merit against objective criteria.

- To consider any matter relating to the continuation in office of any Executive Director 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.

2.2 Remuneration

- To decide upon and review the terms and conditions of office of the Trust's Executive Directors in accordance with all relevant Trust policies, including:
 - Salary, including any performance-related pay or bonus
 - Provision for other benefits, including pensions and cars
 - Allowances
- To monitor and evaluate the performance of individual Executive Directors.
- 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.
- To determine arrangements for annual salary review for all staff on Trust contracts.

3. ACCOUNTABLE TO

The committee is accountable to the Board of Directors.

4. REPORTS TO AND METHOD (INCLUDING MINUTES CIRCULATION)

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 Chairman, and shall not be shared with the Executive Directors.

The committee shall report to the Board of Directors after each meeting of the committee and to make an annual report to the Board of Directors.

The Assistant Chief Executive, on behalf of the Chairman, shall ensure that the work of the committee is accurately reported in the Annual Report and Accounts in accordance with any direction from Monitor.

5. MEMBERSHIP - NAME/DESIGNATION/CHAIR OR DEPUTY

➤ Members

NAME	DESIGNATION	CHAIR/DEPUTY
A Buckham	Non Executive Director	
C Imison	Non Executive Director	
A Laban	Non Executive Director	Vice Chair
D Moore	Non Executive Director	
J O'Kane	Non Executive Director	
M Temple	Non Executive Director	
T Pedder	Chairman of the Board of Directors	Chair
T Weetman	Non Executive Director	

➤ In attendance

NAME	DESIGNATION
A Cash	Chief Executive
M Gwilliam	Director of Human Resources and Organisational Development
N Priestley	Director of Finance
N Riley	Assistant Chief Executive

➤ Serviced by

NAME	DESIGNATION
N Riley	Assistant Chief Executive

➤ Lead Officer (If applicable)

NAME	DESIGNATION
N Riley	Assistant Chief Executive

6. QUORUM

A quorum shall be four members.

7. MEETING FREQUENCY AND PROCEDURES (MINIMUM IF APPLICABLE)

Meetings shall be held as and when requested.

8. DATE TERMS OF REFERENCE WERE APPROVED

November 2015 (TBC)

9. REVIEW DATE

November 2015

10. PROCESS FOR REVIEWING EFFECTIVENESS

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 committee's work in Annual Report and Accounts in accordance with direction from Monitor

11. REPORTING STRUCTURE

(List of Groups/Committees which report to this Committee)

None