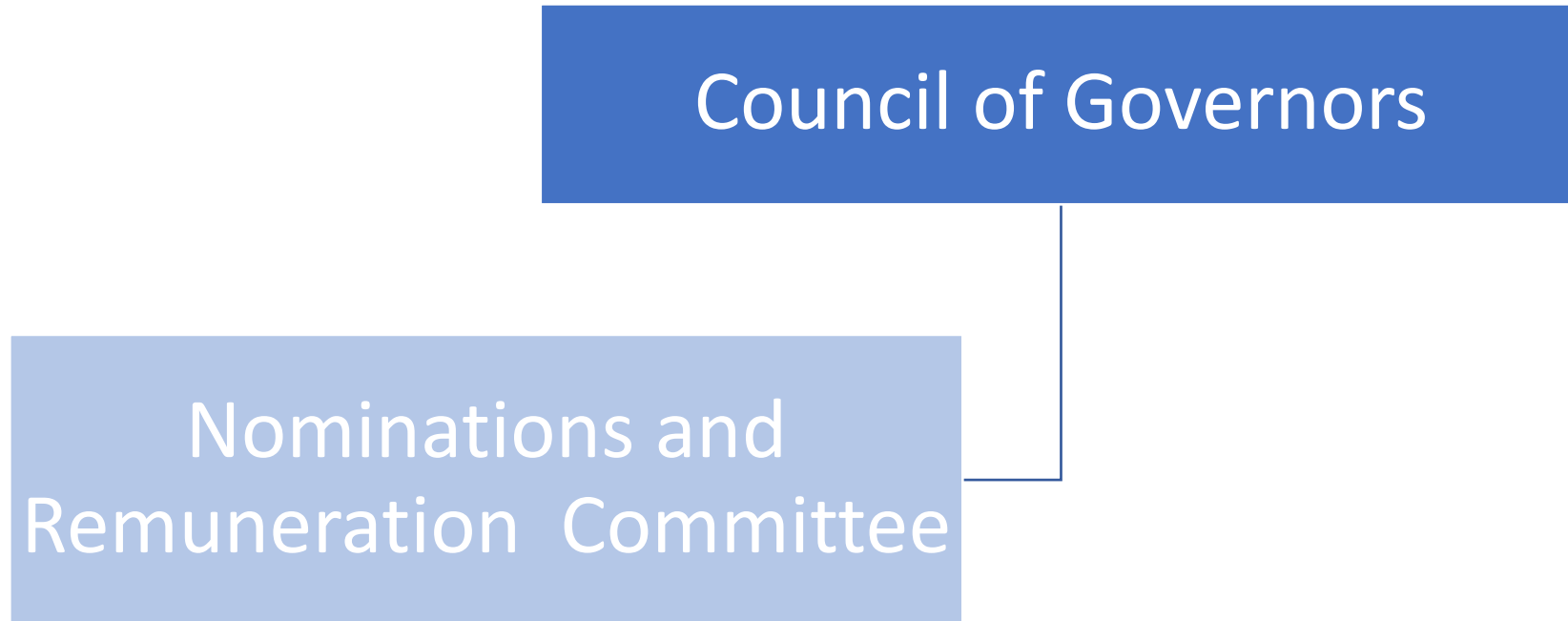


# ▶ **Nomination and Remuneration Committee**

Sharon Mays, Committee Chair  
14 June 2023



# ▶ Nominations and Remuneration Committee



# ▶ Statutory Committee

- Only Statutory Committee reporting into Council of Governors
- The other Statutory Committees are Audit and Risk Committee and Remuneration Committee (for Exec roles) which report into the Board
- Terms of Reference (from 2016) have been updated and are presented for approval at the June Council of Governors meeting

## ▶ Responsibilities – recruitment, remuneration terms and conditions

### The Council of Governors is responsible for:

- Approving the selection, appointment, and where necessary, the removal of the Trust Chair and other Non-Executive Directors (NEDs)
- Approving remuneration and terms and conditions
- Approving the appointment of the Chief Executive



## Responsibilities – recruitment, remuneration terms and conditions

### Nominations and Remuneration Committee delegated responsibility for:

- The process and for making recommendations to the Council of Governors
  - *In determining the criteria for selection of a Chair or NED the committee must consult with, and take account of, the views of the Board*
- Approve recruitment documentation and participate in shortlisting and appointment panels
- Remuneration should be reviewed at least every 3 years and when new appointments are made

*Note - Termination requires completion of 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 – Performance & re-appointment

Nominations and Remuneration Committee has responsibility for:

- monitoring the performance evaluation of the Trust Chair (via the Senior Independent Director) and the NEDs (via the Chair)
- Providing a high level report on the appraisal process and outcome to the Council of Governors
- Making recommendations to the Council of Governors in respect of re-appointment of the Chair and NEDs (subject to positive appraisal outcomes)
- Advising and making recommendations to the Council of Governors in respect of approval of the appointment of the Chief Executive following receipt of recommendations on this from the Board of Directors  
Remuneration and Nomination Committee

# Responsibilities – Succession planning

- To ensure there is a succession plan for the Chair and the other NEDs of the Trust
  - taking into account their terms of office and the future challenges, risks and opportunities faced by the Trust
- In support of succession planning to review, at least annually, the balance of skills, knowledge and experience of the NEDs



# ▶ Membership

The Terms of Reference were updated for approval at NRC in June 2023 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:** 5 (which must include either the Chair or in their absence the Senior Independent Director)





# ▶ Attendees

## Normally in attendance:

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



## 2022 – 2023 meetings

In 2022-2023 the committee met 9 times:

- 17 May 2022 (Re: NED appointment process)
- 26 May 2022 (Re: outcome of NED recruitment to recommend to the CoG)
- 8 June 2022 (Re: Chair appraisal outcome and NED appraisals process)
- 19 July 2022 (Chair position – proposed next steps for reappointment)
- 1 September 2022 (Recruitment process for appointment to the CEO role; Recruitment process for appointment to a Non-Executive Director role)
- 13 October 2022 (NED recruitment)
- 28 November 2022 (CEO recruitment process, NED recruitment update)
- 31 January 2023 (CEO recruitment, Associate NED Director)
- 31 March 2023 (CEO recruitment recommendation, NED re-appointment proposal, Deputy Chair, Chair and NED appraisal process)