

Council of Governors: 19.4.2018

Agenda Item: CGo. 4.18.8

Nominations and Remuneration Committee (NRC) Report

Presented by:	Professor Marina Bloj, Partner Governor, NRC	Author:	Jacqui Maurice, Head of Corporate Governance
Previously considered by:	N/A		

Key point	Purpose:
The NRC is required, in line with the NRC Terms of Reference, to provide routine reports to the Council of Governors on matters discussed by the NRC.	To note and gain assurance

Executive Summary:
<ol style="list-style-type: none"> The Council of Governors is asked to note the membership of the NRC. The last meeting of the NRC took place on 8 December 2017. The following was discussed: <ol style="list-style-type: none"> Review NED/Chair Appraisal Process and confirmation of process for 2018 NED End of Term Review NRC Work Plan 2018 to 2020 Senior Independent Director Any Other Business: Associate NED Appointment The next meeting of the NRC is scheduled for 15 June 2018. The Council of Governors is asked to note and gain assurance from the report.

Financial implications:
No

Regulatory relevance:

Monitor:	Code of Governance
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Equality Impact / Implications:	<p>Is there likely to be any impact on any of the protected characteristics? (Age, Disability, Gender, Gender Reassignment, Pregnancy and Maternity, Race, Religion or Belief, Sexual Orientation, Health Inequalities, Human Rights)</p> <p>Yes <input type="checkbox"/> No <input checked="" type="checkbox"/></p> <p>If yes, what is the mitigation against this?</p>
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Other:	
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Council of Governors: 19.4.2018

Agenda Item: CGo. 4.18.8

Strategic Objective: <i>Reference to Strategic Objective(s) this paper relates to</i>	To provide outstanding care for patients
	To deliver our financial plan and key performance targets
	To be in the top 20% of NHS employers
	To be a continually learning organisation
	To collaborate effectively with local and regional partners

Nominations and Remuneration Committee (NRC) Report

1. Membership of the NRC

1.1 The Nominations and Remuneration Committee comprises the following members.

- Professor Bill McCarthy, Chairman (NRC Committee Chair)
- Professor Marina Bloj, Partner Governor
- Mr Alan English, Public Governor
- Ms Wendy McQuillan, Public Governor
- Ms Hardev Sohal, Patient Governor
- Mr David Walker, Public Governor
- Ms Ruth Wood, Staff Governor

1.2 The following are 'in attendance' at the NRC.

- Professor Clive Kay, Chief Executive
- Ms Donna Thompson, Director of Governance and Corporate Affairs / Deputy Chief Executive
- Ms Pat Campbell, Director of Human Resources
- Ms Fiona Ritchie, Trust Secretary
- Ms Jacqui Maurice, Head of Governance Manager

2. NRC Meeting held 16 March 2018

The items considered by the NRC on 8 December 2017 were:

2.1 Review NED/Chair Appraisal Process and confirmation of process for 2018

The NRC reviewed the process and agreed that it had worked well and that the appraisals had been well documented. The committee agreed that the NED appraisal process would be better served by Governors being asked to complete a questionnaire to support the NED appraisals process. With regard to the Chair Appraisal process it was agreed that the feedback would be sought from external stakeholders (as determined by the Senior Independent Director).

The NED/Chair Appraisal Process for 2018 is presented under a separate agenda item for approval by the Council of Governors.

2.2 NED End of Term Review

The NRC noted the term end for Ms Selina Ullah, Non-Executive Director would be 31 August 2018. Following discussion the Committee agreed the recommendation to be presented to the Council of Governors for approval.

2.3 NRC Work Plan 2018 to 2020

The Committee reviewed and approved the three year work plan which covers:

- Appraisal Processes (NED and Chair)
- Board Evaluation
- NED/Chair Appointments Process
- NED and Chair Remuneration
- Senior Independent Director Appointment

Council of Governors: 19.4.2018

Agenda Item: CGo. 4.18.8

- NRC Terms of Reference:
- NED/Chair End of Term reviews

2.4 Senior Independent Director

The NRC noted that the Senior Independent Director Term for Pauline Vickers was due to end on 20 May 2019. The Chairman advised that a recommendation regarding the appointment would be considered by the Board of Directors at their closed Board meeting on 10 May 2018. The feedback from the NRC would be shared with the Directors.

2.5 Any Other Business: Associate NED Appointment

The NRC discussed the appointment of an Associate NED. A recommendation has been developed and will be presented to Governors at the closed Council of Governors meeting on 19 April 2018.

3. Next meeting of the NRC

The next meeting of the NRC is scheduled for 15 June 2018.

4. Conclusion

The Council of Governors is asked to note and gain assurance from the report.