

Council of Governors: 19.7.2018

Agenda Item: CGo.7.18.7

Nominations and Remuneration Committee (NRC) Report

Presented by:	Ruth Wood, 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 15 June 2018. The following was discussed: <ol style="list-style-type: none"> Chair / Non-Executive Directors Appointments Process Remuneration of the Chair and Non-Executive Directors Associate NED Appointment Access to Independent Professional Advice for Non-Executive Directors The next meeting of the NRC is scheduled for 14 September 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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Strategic Objective:	To provide outstanding care for patients
<i>Reference to Strategic Objective(s) this paper relates to</i>	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 Tanya Claridge, Director of Governance and Corporate Affairs
- Ms Pat Campbell, Director of Human Resources
- Mr Paul Pallister, Trust Secretary
- Ms Jacqui Maurice, Head of Corporate Governance

2. NRC Meeting held 15 June 2018

The items considered by the NRC on 15 June were;

2.1 Chair / Non-Executive Director Appointments Process

The process has been reviewed by the NRC and is presented under a separate agenda item for approval by the Council of Governors.

2.2 Remuneration of the Chair and Non-Executive Directors

The NRC has reviewed the remuneration of the Chair and the Non-Executive Directors using benchmarking information available from NHS Providers. A proposal regarding remuneration will be presented to the Council of Governors for approval at the closed meeting.

2.3 Associate NED Appointment

At the closed Council of Governors meeting on 19 April 2018 Governors approved the commencement of an appointment process for an 'Associate Non-Executive Director' with financial expertise to provide advice and scrutiny to support the work of the Board's Finance and Performance Committee. The NRC have identified a suitable candidate and a recommendation will be presented to the Council of Governors for approval at the closed meeting.

2.4 Access to Independent Professional Advice for Non-Executive Directors

In order to be compliant with the Foundation Trust Code of Governance (Section B.5.3) "the Board should ensure that Directors, especially Non-Executive Directors, have access to independent professional advice". The NRC discussed the draft advice notice and agreed that it would benefit from amendments to provide clarity with regard to the process of seeking independent professional advice. Once this work is complete and the advice note finalised then a clause will be added to the

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NED/Chair Terms and Conditions (Terms of Engagement). The Terms of Engagement will then be presented to the Council of Governors for approval.

3. Next meeting of the NRC

The next meeting of the NRC is scheduled for 14 September 2018.

4. Conclusion

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