

Council of Governors: 18.1.2018

Agenda Item: CGo. 1.18.9

Nominations and Remuneration Committee (NRC) Report

Presented by:	Professor Marina Bloj, Partner Governor, NRC	Author:	Sarah Worstead, Corporate Compliance Manager
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"> 1. The Council of Governors is asked to note the membership of the NRC. 2. The last meeting of the NRC took place on 8 December 2017. The following was discussed: <ol style="list-style-type: none"> 2.1 Chair Appraisal 2017. 2.2 New NED Appointments. 2.3 NED End of Term Review. 2.4 Development of Associate NED role. 2.5 Review of NRC Terms of Reference. 2.6 Annual Review of Committee Performance. 2.7 Any Other Business 3. The next meeting of the NRC is scheduled for 16 March 2018. 4. 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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Strategic Objective: <i>Reference to Strategic Objective(s) this paper relates to</i>	To provide outstanding care for patients
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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 8 December 2017

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

- 2.1 Chair Appraisal 2017. The NRC discussed the report presented by the Senior Independent Director which provided assurance that the Chair's Appraisal for 2017 had been carried out in line with the process agreed with the Council of Governors.
- 2.2 New NED Appointments. The NRC noted that Mr Barrie Senior, Non-Executive Director and Chair of the Audit and Assurance Committee commenced his appointment on 1 December 2017. The NRC also noted that the FPP checks were progressing with regard to the two remaining NED appointments (approved by the Council of Governors on 27 October 2017).
- 2.3 NED End of Term Review. The NRC noted the term end for Dr Trevor Higgins, Non-Executive Director of 20 May 2018. Following discussion, the Committee agreed the recommendation to be presented to the Council of Governors for approval.
- 2.4 Development of Associate NED role. The NRC noted that during the recent NED recruitment process there were a number of candidates, who displayed good potential, but lacked experience in the NHS. The NRC noted that such candidates might benefit from taking part in an 'Associate NED Development Programme'. The NRC agreed to the establishment of a pilot programme.
- 2.5 Review of NRC Terms of Reference. The NRC reviewed the Terms of Reference and agreed that the amendments discussed would be presented to the Council of Governors for approval.
- 2.6 Annual Review of Committee Performance. The NRC reviewed the Committee's Annual Performance.

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In summary; the NRC noted that it was an effective Committee. The Governor Members of the Committee provided a good representation of the Council of Governors. The Committee also benefited from the participation of the Executives in attendance. The length and frequency of the meetings was appropriate and provided members and those in attendance with good opportunities to focus on specific items. The reporting mechanisms back to the Council of Governors appeared to be effective. With regard to the business of the Committee; the Chair and NED appraisals processes had been effective and there were robust processes in place for the management of NED nominations and remuneration.

- 2.7 Any Other Business: NRC Membership. The NRC noted that Hardev Sohal and David Walker had each been reappointed to the NRC for a second term each, effective from 1 February 2018.

3. Next meeting of the NRC

The next meeting of the NRC is scheduled for 16 March 2018.

4. Conclusion

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