

Council of Governors: 16/10/18

Agenda Item: CGo.10.18.9

## Nominations and Remuneration Committee (NRC) Report

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

<b>Key point</b>	<b>Purpose:</b>
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

<b>Executive Summary:</b>
<ol style="list-style-type: none"> <li>The Council of Governors is asked to note the membership of the NRC.</li> <li>The last meeting of the NRC took place on 14 September 2018. The following items were discussed: <ol style="list-style-type: none"> <li>2.1 Board and Committee Review</li> <li>2.2 Approach to the Chair's Appraisal 2018</li> <li>2.3 Associate NED Appointment: Andrew McConnell</li> <li>2.4 Report on Non-Executive Director Appraisals 2018</li> <li>2.5 Any Other Business: Non-Executive Director Recruitment</li> </ol> </li> <li>The next meeting of the NRC is scheduled for 14 September 2018.</li> <li>The Council of Governors is asked to note and gain assurance from the report.</li> </ol>

<b>Financial implications:</b>
No

<b>Regulatory relevance:</b>
------------------------------

<b>Monitor:</b>	Code of Governance
-----------------	--------------------

<b>Equality Impact / Implications:</b>	<p><b>Is there likely to be any impact on any of the protected characteristics?</b> (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>
--	---

<b>Strategic Objective:</b>	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
- Ms Jacqui Maurice, Head of Corporate Governance

### **2. NRC Meeting held 14 September 2018**

The items considered by the NRC on 14 September were;

#### **2.1 Board and Committee Review**

The NRC noted that the Board and Committee Review by the Board of Directors was underway and expected to conclude in November 2018.

#### **2.2 Approach to the Chair's Appraisal 2018**

For this item Professor Marina Bloj took on the role of Chair due to the conflict of interest with regard to the Chairman.

The NRC discussed the approach to be taken to the Chairs appraisal, in line with the process agreed with Governors in April 2018, and agreed that it would involve the following steps;

- Completion of a Chair Appraisal Questionnaire by Governors
- The Senior Independent Director (SID) meeting with all Governors to discuss their collective feedback
- Completion of a Chair Appraisal Questionnaire by Non-Executive Directors
- The SID to meet with all Non-Executive Directors to discuss their collective feedback
- The SID to meet with the Chief Executive to gather the collective feedback from the Executive Directors
- The SID to meet with representatives of two key external stakeholders to gather feedback to support the Chair's appraisal
- The SID to meet with the Chairman to review objectives from the previous year, share feedback received, discuss key outcomes and set SMART objectives for the year.

Council of Governors: 16/10/18

Agenda Item: CGo.10.18.9

---

The report on the Chair's Appraisal will be received and discussed by the NRC at the meeting scheduled for 8 December 2018. The report will then be presented to the Council of Governors in January 2019.

**2.3 Associate NED Appointment: Mr Andrew McConnell**

As previously shared with the Council of Governors; an interview with Andrew McConnell for the position of Associate NED took place on 27 July 2018 with a panel comprised of:

- Mrs Wendy McQuillan, NRC Governor
- Professor Bill McCarthy, Chair
- Professor Clive Kay, Chief Executive

On 31 July 2018, the Council of Governors approved the appointment of Andrew McConnell as Associate NED, in line with the terms and conditions agreed by the Council of Governors on 19 April 2018 and, subject to the completion of the 'Fit and Proper Persons Requirements'.

At the NRC meeting on 14 September the Director of HR confirmed that all Fit and proper persons checks were now complete. Mr McConnell took up his post on the 24 September 2018. As a reminder his term will run for one year up to 23 September 2019 and the core requirements as part of this unique Associate NED role, will be attendance at the Finance and Performance Committee and at Board meetings.

**2.4 Report on Non-Executive Director Appraisals 2018**

The NRC discussed the outcomes from the report which is presented to the Council of Governors under agenda item CGo.10.18.11.

**2.5 Any Other Business: Non-Executive Director Recruitment**

The NRC was advised that Mrs Pauline Vickers had, with regret, tendered her resignation to the Chairman as Non-Executive Director. Her NED Term will end on 30 November 2018. A separate paper regarding Non-Executive Director recruitment is presented under agenda item CGo.10.18.12.

**3. Next meeting of the NRC**

The next meeting of the NRC is scheduled for 8 December 2018.

**4. Conclusion**

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