

**Board Nominations and Remuneration Committee  
Terms of Reference**

<b>Purpose</b>	The Committee is responsible for identifying and appointing candidates to fill all the executive director positions on the board and for determining their remuneration and other conditions of service.
<b>Responsible to</b>	Board of Directors
<b>Delegated authority</b>	<p>The Nominations and Remuneration Committee is established under the Trust's Standing Order – Arrangements for the Exercise of Functions by delegation and is constituted as a standing committee of the Board of Directors.</p> <p>The Nominations and Remuneration Committee is authorised by the Board of Directors to act within its terms of reference.</p>
<b>Duties</b>	<ul style="list-style-type: none"> <li>• To regularly review the structure, size and composition (including skills, knowledge and experience) required of the Board of Directors and make recommendations to the Board with regard to any changes.</li> <li>• To give full consideration to and make plans for succession planning for the Chief Executive and other Executive Director posts.</li> <li>• To agree the Non-Executive membership of an Appointments Panel to appoint any Executive Director. The panel will normally include the Chairperson and Chief Executive. The panel will have delegated authority to appoint an Executive Director.</li> <li>• To be responsible for agreeing an Appointments Panel to include the Chairperson which will then have delegated authority to identify and recommend a suitable candidate for approval by the Council of Governors to fill the position of Chief Executive.</li> <li>• To agree the job description for any Executive Director taking into account the role and capabilities required.</li> <li>• To determine on behalf of the Board of Directors the terms and conditions of employment and salary levels of Executive Directors in the Trust and any other Senior Managers not covered by Agenda for Change terms and conditions. The remuneration of the Chief Executive will be proposed by the Chairperson and approved by the whole body of Non-Executive Directors. The remuneration of</li> </ul>

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<p><b>Sub-Groups</b></p>	<p>The Committee does not have any sub-groups.</p>
<p><b>Chairing arrangements</b></p> <p> </p>	<p>The Committee will be chaired by the Trust's Chairperson. In their absence the Deputy Chairperson, if present, will preside. If both the Chairperson and Deputy Chairperson are absent, or are disqualified from participating, such Non-Executive Director as the Non-Executive Directors present shall choose, shall preside <a href="#">over the meeting</a>.</p>



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<b>Membership</b>	The Nominations and Remuneration Committee will consist of the Chairperson and all Non-Executive Directors.
<b>In attendance</b>	<p>The Chief Executive and Director of HR will attend in an advisory capacity.</p> <p>The Committee may invite other staff or external advisors to attend as required.</p>
<b>Conflicts of interest</b>	The Chairperson, any Non-Executive Director present or Executive Director in attendance at a committee meeting will withdraw from discussions concerning their own appointment, remuneration or terms and conditions of service.
<b>Support</b>	The Director of Human Resources will service the Committee and provide specialist advice and information as necessary.
<b>Quorum</b>	This will be the Chairperson and three other Non-Executive Directors.
<b>Frequency of meetings</b>	<p>For the purpose of the Annual Review of Executive Directors <a href="#">pay</a> the Nominations and Remuneration Committee will meet within the first four months following the 1 April each year.</p> <p>The Nominations and Remuneration Committee will meet at other times for the following purposes as determined by the Chairman of the Nominations and Remuneration Committee:-</p> <ul style="list-style-type: none"><li>• To keep up to date with relevant developments.</li><li>• To review remuneration policies.</li><li>• To consider proposals for changes in terms and conditions of employment.</li><li>• To consider any in-year variation of salaries and terms and conditions of employment of Executive Directors.</li><li>• To agree process and salaries for new appointments.</li></ul>
<b>Circulation of papers</b>	Papers will be distributed a minimum of three clear working days in advance of the meeting.
<b>Reporting</b>	<p>The Nominations and Remuneration Committee will meet in private and record the reasons for all decisions and report these decisions to the Board of Directors as required.</p> <p><b>Communicating Decisions</b> The responsibility is vested in the Director of Human Resources as</p>



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	secretary to communicate the decision of the Nominations and Remuneration Committee in writing to each postholder where it affects their pay or terms and conditions of service.	
<b>Date agreed by the Committee:</b>	10 June 2021	
<b>Date approved by the Board:</b>	TBC	
<b>Review date:</b>	[+ 1 year]	

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