

Meeting Title	Council of Governors		
Date	15 July 2021	Agenda item	CGo.7.21.10

Nominations and Remuneration Committee (NRC) Report

Presented by	Wendy McQuillan, NRC Governor		
Author	Jacqui Maurice, Head of Corporate Governance		
Governance responsibility	Council of Governors		
Purpose of the paper	To provide a routine report to the Council of Governors on matters addressed by the NRC since the previous report presented.		
Action required	To note		
Previously discussed at/ informed by	Extraordinary NRC held 13 May 2021 Governors NRC held 15 June 2021		
Previously approved at:	Committee/Group	Date	
	N/A		

Situation and Background

1. Membership of the NRC

1.1 The NRC is comprised of the following members.

- Dr Max Mclean, Chairman (NRC committee chair)
- Mr Dermot Bolton, Public Governor
- Mr Mark Chambers. Patient Governor
- Professor Alastair Goldman, Partner Governor
- Ms Wendy McQuillan, Public Governor
- Ms Hardev Sohal, Patient Governor
- Mr David Wilmshurst, Public Governor

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

- Ms Pat Campbell, Director of Human Resources
- Ms Laura Parsons, Associate Director of Corporate Governance / Board Secretary
- Ms Jacqui Maurice, Head of Corporate Governance

2. Extraordinary NRC held 13 May 2021

2.1 Appointment of a new Non-Executive Director The NRC discussed and agreed the following.

- The appointment of the executive search agency in line with the brief provided.
- The timeline for the appointment.
- Proposals regarding the configuration of the governor stakeholder panel
- Proposals regarding the membership of the interview panel

2.2 NRC review of NED job description, person specification and terms and conditions

The only change recommended was to include reference to the Fit and Proper Persons Regulations in the terms and conditions section of the Job description. The NRC confirmed these documents in support of the new NED recruitment.

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3. Items considered by the NRC at the meeting held 15 June 2021

3.1 Matters Arising There were two items deferred which the NRC was due to consider at this meeting. These were the 'Chair and NED appraisal process' and the 'consideration of Chair/NED Remuneration'. The Chair appraisal would now be considered at the extraordinary meeting of the NRC scheduled for 26 July (as part of the NED recruitment process). The NED appraisals will be considered at the scheduled September NRC meeting and reported to the Council in October. With regard to remuneration, this will hopefully be considered by the NRC in September as we are still awaiting the benchmarking information from NHS Providers with recommendations presented initially to the closed Council meeting in October.

3.2 Appointment of Deputy Chair /Senior Independent Director (SID). The NRC is currently being consulted by the Board on the appointment. As Governors are aware Selina Ullah currently holds both roles and her term as a NED completes at the end of August. The Board will be making its decision with regard to the appointment on 22 July 2021.

3.3 NRC Committee Review. The outcomes from the review were discussed in detail. In summary the results showed improved scores on the previous year and, where scores had deteriorated on the previous year. The NRC looked primarily at those scoring amber and red and agreed any actions in response.

3.4 NRC Terms of Reference The terms of reference are presented under agenda item CGo.7.21.11

3.5 Any Other Business: Update on the proposal for a new NED from Leeds University Medical School Item will be presented for discussion at the Closed Council of Governors meeting.

4. Next meeting of the NRC

The next quarterly meeting of the NRC is scheduled for Tuesday 21 September 2021.

Recommendation

The Council of Governors is asked to note the report from the Governors NRC.