

<b>Meeting Title</b>	<b>Council of Governors</b>		
<b>Date</b>	<b>21 October 2021</b>	<b>Agenda item</b>	<b>CGo.10.21.14</b>

## Nominations and Remuneration Committee (NRC) Report

<b>Presented by</b>	Wendy McQuillan, NRC Governor		
<b>Author</b>	Jacqui Maurice, Head of Corporate Governance		
<b>Governance responsibility</b>	Council of Governors		
<b>Purpose of the paper</b>	To provide a routine report to the Council of Governors on matters addressed by the NRC since the previous report presented.		
<b>Action required</b>	To note		
<b>Previously discussed at/ informed by</b>	<ul style="list-style-type: none"> <li>• Extraordinary NRC held 26 July 2021</li> <li>• Governors NRC held 21 September 2021</li> <li>• Extraordinary NRC held 21 September 2021</li> </ul>		
<b>Previously approved at:</b>	<b>Committee/Group</b>	<b>Date</b>	
	N/A		

### Situation and Background

#### 1. Membership of the NRC

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

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 meeting held 26 July 2021

2.1 Longlisting briefing: The NRC considered 20 candidates for the post of Non-Executive Director presented by GatenbySanderson. The NRC confirmed with GatenbySanderson that they would undertake preliminary interviews with 7 of the candidates.

2.2 Membership of Stakeholder panel: The NRC discussed and confirmed the number of members to participate within the panel. The panel would include three governors from the NRC, a non-executive director and an external stakeholder. Advice would be sought from the Director of Strategy and Integration on a recommendation for the external stakeholder.

2.3 Membership of Interview panel: The NRC discussed and confirmed the makeup of the Interview panel. This would include three governors from the NRC, the Chairman and the Chief Executive.

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### 3. NRC meeting held 21 September 2021

3.1 Appointment of Bradford University NED: The NRC received an update on progress with regard to the appointment and noted that, following the approval of its recommendation by the Council in July 2021, all the required FPP checks have been completed and Professor Janet Hirst joined the Board on 13 September 2021.

3.2 Report on the outcome of the NED Appraisals: The NRC determined that they were assured by the report received which is presented for the Council of Governors review at agenda item CGo.10.21.15

3.3 NED Remuneration: The NRC has confirmed its recommendation which is presented at the closed Council of Governors meeting for approval.

3.4 Chair Remuneration: The NRC has confirmed its recommendation which is presented to the closed Council of Governors meeting for approval.

3.5 Report on the outcome of the Chair Appraisal: The NRC received the report from the Senior Independent Director. The NRC concluded that it was assured by the report received. The Senior Independent Director will present the report to the Council in January 2022 for its consideration.

3.6 Reappointment of the Chair: The NRC has confirmed its recommendation which is presented at the closed Council of Governors meeting for approval.

### 4. Extraordinary NRC meeting held 21 September 2021

4.1 Shortlisting: The NRC determined that one member of the Committee held a conflict of interest with regard to one of the candidates. This member of the NRC was excluded from any discussions regarding the candidate. Following the discussions held regarding the 7 candidates who had been invited for preliminary interviews with GatenbySanderson, the NRC confirmed that four candidates would be invited for interview.

4.2 Stakeholder panel: The stakeholder panel was finally confirmed as;

- Ms Hardev Sohal, Patient Governor
- Professor Alistair Goldman, Partner Governor
- Mark Chambers, Patient Governor
- Ms Karen Walker, Non-Executive Director
- Mr Mark Hindmarsh, Joint Programme Director, Act as One
- Mr Matthew Horner, Director of Finance

4.3 Interview panel: The interview panel was finally confirmed as:

- Dr Maxwell Mclean, Chairman,
- Mr David Wilmshurst, Public Governor/Vice-Chair Council of Governors
- Ms Wendy McQuillan, Public Governor
- Ruth Wood, Staff Governor
- Mr Sajid Azeb, Chief Operating Officer/Deputy Chief Executive

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## 5. Next meeting of the NRC

The next quarterly meeting of the NRC is scheduled for Tuesday 14 December 2021.

### Recommendation

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