

Meeting Title	Council of Governors		
Date	28 April 2022	Agenda item	CGo.4.22.13

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	Governors NRC held 15 March 2022		
Previously approved at:	Committee/Group	Date	
	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. NRC meeting held 15 March 2022

Present: Dr Maxwell Mclean, Mr David Wilmshurst, Prof. Alastair Goldman, Mr Dermot Bolton, Ms Hardev Sohal. Apologies: Mr Mark Chambers, Ms Wendy McQuillan.

2.1 Time commitment of NEDs: The NRC considered a report on annual NED activity which included a review of the time spent at formal meetings, academy membership and other meetings/activities assigned to each NED. The NRC determined that it was comfortable with the level of activity of the NEDs and confirmed that they were operating within their allocated time commitment of 4 days per month.

2.2 Outcome of the NED appraisals – table of impact: An anonymised table of impact was reviewed by the NRC which reflected NED contributions to BTHFT. The NED appraisals from 2021 have been reviewed and the NRC received a report on examples of NED impact/contributions. The NRC agreed that 'NED impacts' would be captured as part of the NED appraisals process.

2.3 Governors NRC Annual Review. The Committee reviewed and approved the contents of the self-assessment tool to be used. The results from this would be considered at the next NRC meeting.

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2.4 Chair / NED Appraisal Process: The processes recommended are presented to the Council for approval under a separate agenda item.

2.4 NED Reappointments: The recommendation from the NRC to the Council of Governors regarding the reappointments is presented at the Closed Council of Governors meeting for approval.

Next meeting of the NRC

The next quarterly meeting of the NRC is scheduled for Tuesday 21 June 2022.

Recommendation

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