

Meeting Title	Council of Governors		
Date	21 July 2022	Agenda item	CGo.7.22.12

Nominations and Remuneration Committee (NRC) Report

Presented by	David Wilmshurst, 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 June 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
- Mr David Wilmshurst, Public Governor
- Ms Helen Wilson, Staff 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 21 June 2022

Present: Dr Maxwell Mclean, Mr David Wilmshurst, Prof. Alastair Goldman, Mr Dermot Bolton, Mr Mark Chambers, Ms Helen Wilson

2.1 Report on the outcome of the Chair Appraisal: This item is presented for review by the Council at the July meeting under a separate agenda item.

2.2 Appointment process, NED/Chair Annual Review: This item is presented for review by the Council at the July meeting under a separate agenda item.

2.3 Outcomes from the Annual NRC Review. The outcomes from the review were noted however, the core discussion focussed on the method of collating information which, in hindsight, the NRC members did not find of value. It was agreed that for next year the process would be changed whereby a separate session would be scheduled and the evaluation undertaken as a group.

2.4 NRC Terms of Reference Annual Review: This item is presented for review by the Council at the July meeting under a separate agenda item.

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3. Membership of the NRC

We are still seeking one more Governor member to join the NRC. The Terms of Reference stipulate under section 3.1 that; 'The membership of the Committee shall consist of at least six Governors including at least three Public/Patient Governors. Members will be appointed by the Council of Governors'

- Finding out more about the role and remit

If any of our new Governors are interested in joining the Committee then please contact Jacqui Maurice, Head of Corporate Governance no later than Monday 1 August to confirm.

The Corporate Governance team will then arrange a half-hour session on the role and the remit of this Committee – this will take place before the end of August.

- Self-nominations for membership of the NRC

Any self-nominations need to be confirmed with the Head of Corporate Governance by the close of 31 August.

The Council will be advised via email of any self-nominations received and will be asked to either:

- Confirm support for the self-nominee if only one is received.
- Confirm support for who they consider is the most appropriate where more than one self-nomination is received.

4. Next meeting of the NRC

The next quarterly meeting of the NRC is scheduled for Tuesday 20 September 2022.

Recommendation

- The Council of Governors is asked to note the report from the last Governors NRC meeting and;
- Note the search for a new member of the NRC.