

Meeting Title	Council of Governors		
Date	20 October 2022	Agenda item	CGo.10.22.12

Nominations and Remuneration Committee (NRC) Report

Presented by	Dermot Bolton, 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 on 10 October 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
- Ms Raquel Licas, 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 10 October 2022

Present: Dr Maxwell Mclean, Mr David Wilmshurst, Prof. Alastair Goldman, Mr Dermot Bolton, Mr Mark Chambers, Ms Raquel Licas. In attendance: Ms Laura Parsons and, Ms Jacqui Maurice.

2.1 NED Appointment

This item is presented for review by the Council at the closed meeting. Following discussion in that forum, the news will be made public.

2.2 Proposed process in the case of removal of a NED or Chair

The NRC had previously identified a gap, following the completion of the NRC evaluation in 2022, and determined that a process for the removal of a NED or Chair should be in place, even though the need has not yet arisen to make use of such a process. The NRC considered a proposed process at its meeting in October and suggested some amendments

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and sought further clarification in relation to some aspects. It was also determined that feedback would be sought from the Non-Executive Directors before the NRC considers the recommendation to be made to the Council. It is expected that the recommendation regarding the process to be approved and adopted will be presented to the Council for approval in January 2023.

2.3 NED / Chair Remuneration Review

This item is presented for review by the Council at the closed meeting. Following the outcome of the discussion, the decision will be made public.

3. Report on the outcome of the NED Appraisals.

This item is presented for review by the Council under a separate agenda item.

3. Membership of the NRC

Since the previous Council meeting Raquel Licas, Staff Governor is confirmed as a member of the NRC. Raquel has undergone an induction prior to her attendance at her first meeting on 10 October.

4. Next meeting of the NRC

The next quarterly meeting of the NRC is scheduled for Tuesday 13 December 2022.

Recommendation

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