

Meeting Title	Council of Governors		
Date	27 April 2023	Agenda item	CGo.4.23.11

Governors 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 Governors NRC since the previous report presented.		
Action required	For assurance		
Previously discussed at/ informed by	Governors NRC on 21 March 2023		
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 (up to 21 March 2023). Mr Faeem Lal, Interim Director of Human Resources will be invited to attend meetings until a substantive appointment is made to the role of Chief People and Purpose Officer
- Ms Laura Parsons, Associate Director of Corporate Governance / Board Secretary
- Ms Jacqui Maurice, Head of Corporate Governance

2. NRC meeting held 21 March 2023

Present: Dr Maxwell Mclean, Mr David Wilmshurst, Ms Helen Wilson, Ms Raquel Licas, Mr Mark Chambers and, Mr Dermot Bolton.

In attendance: Ms Pat Campbell, Ms Laura Parsons and, Ms Jacqui Maurice.

2.1 Process in the case of the proposed removal of a NED or Chair

This item is presented for approval by the Council under agenda item CGo.4.23.13.

2.2 Outcome of NED appraisals - areas of NED Impact

The NRC received and discussed an anonymised 'table of impact' showing the NEDs contributions throughout the Trust. Their contributions had been considered as part of the 2022 appraisals process and were clustered around the four main thematic areas of

Meeting Title	Council of Governors		
Date	27 April 2023	Agenda item	CGo.4.23.11

the Trust's corporate strategy. The NRC was reassured by the examples and contributions reported.

2.3 Appraisal Process: Chair/NED annual review

This item is presented for approval by the Council under agenda item CGo.4.23.12.

2.4 NED Appointment/Re-appointment

This item is presented for discussion and approval by the Council at the closed meeting.

2.5 NED Job Description, Person Specification and, Terms and Conditions

These items are presented for approval by the Council under agenda item CGo.4.23.14

2.6 Governors NRC work plan 2023-2025

The three year work plan for March 2023 to December 2025 was reviewed and approved by the NRC.

3. Annual Evaluation of the Governors NRC

The Annual NRC Evaluation will be undertaken, collectively with committee members, at a session scheduled to take place on 16 May 2023. The outcomes will be presented to the next Governors NRC for confirmation along with any required improvement actions.

4. Next meetings of the Governors NRC

The next quarterly meeting of the NRC is scheduled for Tuesday 20 June 2023.

Recommendation

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