**COUNCIL OF GOVERNORS**

**NOMINATIONS AND REMUNERATION COMMITTEE**

**TERMS OF REFERENCE**

**Constitution**

The Nominations and Remuneration Committee is a committee of the Council of Governors. It has no delegated power to make decisions on behalf of the Council.

**Purpose:**

1. The committee is responsible to the Council of Governors for the following:
   * Considering and making recommendations to the Council of Governors on the appointment of the Chairman and Non-Executive Directors. The Committee is to satisfy itself that its recommendations fulfil Trust needs in terms of skills and experience.
   * Agree the process for recruitment of the Chairman and Non-Executive Directors taking into account the views of the Board of Directors on the process in general and the qualifications, skills and experience required for the position.
   * For NED appointments, the Chairman of the Trust will be asked to Chair the appointments panel. For appointments to the Trust Chair position, the panel will be chaired by the SID or next senior NED.
   * The Committee will ensure appointments are based on merit and objective criteria as well as meeting the fit and proper persons test described in the Provider Licence.
   * To make recommendations to the Council of Governors on the re-appointment of the Chair and/or Non-Executive Directors where it is sought and is constitutionally permissible. The Committee will look at the existing candidate against the required role description.
   * To consider and make recommendations to the Council of Governors on the remuneration and terms of appointments of the Chairman and Non-Executive Directors.
   * To contribute to an annual review of the structure, size and composition of the Board of Directors and to make recommendations for changes to the NED element of the Board of Directors to the Council of Governors where appropriate. When undertaking this review, the Committee will consider the balance of skills, knowledge and experience of the Non-Executive Directors.
2. Provide a report on the business of the Committee to the Council of Governor meetings.

**Frequency of Meetings:**

Meetings of the Committee will be held as and when necessary to meet the Committee’s duties

Agreed: CoG September 2017

**Membership and attendance:**

The Committee will consist of eight Governor members appointed every March for a one year period. Membership will be voluntary and based on skills and interest. Committee members will agree the Chairmanship of the Committee each year at their first meeting after appointment.

All governors will have the right to attend Committee meetings and participate in discussions. Only members of the Committee will have voting rights.

**Attendees:**

One Non-Executive Director (NED), normally the Trust Chair Trust staff: Director of HR or her representative as required.

**Quorum:**

The Committee shall be quorate when at least four Governor committee members are present and one NED. Virtual attendance at meetings is accepted.

**Support:**

The committee will be supported administratively by the Corporate Secretariat and receive professional advice from the Director of HR/Corporate Services, the Chairman and the Trust Secretary.

Agreed: CoG September 2017