

TERMS OF REFERENCE



Nominations and Remuneration Committee (NARC)

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1. COMPOSITION

Role and purpose

In accordance with the requirements of the National Health Service Trusts (Membership and Procedure) Regulations 1990 (as amended) ("The Regulations"), the Board of Directors hereby resolves to establish a Committee of the Board, to be known as the Nominations & Remuneration Committee (hereinafter referred to as 'the Committee'). The Committee is a non-executive Committee of the Board and has no executive powers, other than those specifically delegated within these terms of reference.

Membership

- Chair of the Board of Directors
- All Non-Executive Directors

There is an expectation that members will attend a minimum of 75% of Committee meetings during each financial year.

In the event that the Chair of the Committee is unable to attend a meeting, the Vice Chair shall conduct the meeting in their absence.

The Chief Executive and the Director of People as HR advisor shall normally attend meetings and other Directors may be invited to attend by the Chair, via the Director of Corporate Affairs.

Other officers of the Trust shall attend at the request of the Committee, via the Director of Corporate Affairs, in order to present and provide clarification on issues and with the consent of the Chairman will be permitted to participate in the debate.

The Chief Executive, other Directors and any other officers in attendance at the meeting shall not be present for discussions about their own remuneration and terms of service.

Quoracy

The required quorum for the transaction of business shall be the Chair and at least two members.



Other officers of the trust shall attend at the request of the Committee in order to present and provide clarification on agenda items.

Meeting frequency

The Group will meet on a bi-monthly basis or as required.

Meeting Support

The Group will be supported administratively by either the Director of Corporate Affairs or the Head of Corporate Governance, who will agree the agenda with the Chair, collate the papers and produce action minutes from the meeting within 48 hours of the meeting.

2. REMIT OF THE GROUP

The Committee will:

- ❖ At least annually review the structure, size and composition (including the skills, knowledge and experience) of the Board of Directors and give full consideration to succession planning for all Directors in the course of its work, taking into account the challenges and opportunities facing the Trust, and the skills and experience needed in the future.
- ❖ Identify and appoint candidates to fill the position of Chief Executive and any Director vacancies in conjunction with NHSE.
- ❖ Approve the description of the role and the capabilities required for new appointments.
- ❖ Constitute the membership of interview panels and determine the need for representatives from internal and external stakeholders
- ❖ Ensure that the full range of eligibility checks have been performed and references taken are found to be satisfactory
- ❖ Ensure that a robust and effective process is in place to meet the requirements of the Fit and Proper Persons Test for all existing and future directors (Executive and Non- Executive) appointments.
- ❖ With regard to the Chief Executive, Directors; Trust Secretary and other Very Senior Managers; in conjunction with NHSE where required and ensuring that officers are fairly rewarded for their individual contribution to the Trust – having proper regard to the Trust’s circumstances and performance and to the provisions of any national arrangements for such staff :
 - approve all aspects of salary (including any performance-related elements, bonuses)
 - approve provisions for other benefits, including pensions and cars
 - approve arrangements for termination of employment and other contractual terms (decisions requiring dismissal shall be referred to the Board for ratification).
- ❖ Monitor the performance of all Directors including the Chief Executive,
- ❖ Consider and approve such strategies for the determination of pay and terms and conditions of service for staff groups not covered by national terms and conditions as may be necessary, and where such strategies affect contractual rights, having due regard to their cost-effectiveness and equity



- ❖ Approve costs incurred in relation to redundancy situations where the cost exceeds £50,000
- ❖ Act as the final stage of grievance and disciplinary procedures for Directors
- ❖ Approve the running of any MARS or Voluntary Redundancy Scheme