

**Nominations and Remunerations Committee**

**Terms of Reference – November 2025**

Heading	Scope
<p><b>1. Accountability</b></p>	<p>1.1 The Nomination and Remuneration Committee (the Committee) is responsible for advising and/or making recommendations to the Council of Governors (the Council) on matters within its remit.</p> <p>1.2 The Committee has delegated authority from the CoG to carry out its purpose and duties as defined within the Trust Constitution and these Terms of Reference.</p> <p>1.3 The Committee is authorised to seek information from executive directors and managers as is necessary and expedient to fulfil its functions.</p> <p>1.4 The Committee is authorised by the Council to request independent professional advice if it considers this necessary, taking into consideration any issues of confidentiality and the Trust’s standing financial instructions.</p> <p>1.5 All recommendations made by the Committee will be reported to the next Council meeting.</p>
<p><b>2. Purpose</b></p>	<p>2.1 The Committee provides the Council with a means of ensuring a formal, rigorous and transparent procedure for the appointment and reappointment of the Chair and Non-Executive Directors (NEDs) and the determination of remuneration for the Chair and the NEDs in accordance with relevant laws, regulation and best practice and the Trust’s constitution and the evaluation of the performance of the Chair and NEDS.</p> <p>2.3 The duties and responsibilities of the Committee are more fully described in the duties section below.</p>
<p><b>3. Duties</b></p>	<p>The Committee will have the responsibilities and carry out the duties set out below.</p> <p><b>3.1 Nomination role</b></p> <ul style="list-style-type: none"> <li>• Periodically review the balance of skills, knowledge, experience and diversity of the NEDs and, having regard to the views of the Board and relevant guidance and policies on NED and board composition, make recommendations to the Council with regard to the outcome of this review.</li> <li>• Give consideration to succession planning for NEDs, taking into account the challenges and opportunities facing the Trust and its plans to address these, and consulting with the Board as to the skills and expertise needed on the Board in the future.</li> <li>• Agree with the Council a clear process for the appointment of a Chair and any NEDs, including, in the case of any new appointments to the Board.</li> <li>• Preparing a description of the role and capabilities required for the appointment of the Chair or a NED and the expected time</li> </ul>

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	<p>commitment, taking into account the views of the Board on the qualifications, skills and experience required.</p> <ul style="list-style-type: none"> <li>• The use of open advertising or the services of external advisers to facilitate the search.</li> <li>• Convene an interview panel consisting of committee members and at least one external assessor.</li> <li>• Identify and nominate suitable candidates for appointment by the Council, considering candidates from a wide range of backgrounds on merit and against objective criteria, with due regard for the benefits of diversity on the Board including gender, ethnicity and disability.</li> <li>• To consider any extension of tenure of the Chair and/or NEDs at the end of each term of office up to 6 years in total, with any extensions considered and approved in accordance with the NHS Code of Governance and Constitution (with an annual re-appointment process for terms beyond six years and up to a maximum of nine years), taking into account the latest annual appraisal and bearing in mind the requirement to regularly refresh the composition of the Board and make recommendations to the CoG in this regard.</li> <li>• Advise the Council in regard to any matters relating to the continuation in office or removal from office of the chair or a NED.</li> <li>• Provide Governor input as required to the Board of Directors' Remuneration and Terms of Service Committee in relation to selection processes to appoint the Chief Executive.</li> </ul> <p><b>3.2 Remuneration role</b></p> <ul style="list-style-type: none"> <li>• Review the remuneration of the Chair and NEDs to ensure they are fairly rewarded for their contribution to the organisation, having taken into account benchmarking remuneration from other NHS Foundation Trusts and any relevant national arrangements, and make recommendations to the CoG in respect of any proposed amendments.</li> </ul> <p><b>3.3 Evaluation and Performance</b></p> <ul style="list-style-type: none"> <li>• Agree the process for evaluation of the chair and NEDs.</li> <li>• Receive details of the annual appraisal of the Chair from the Deputy Chair.</li> <li>• Receive details of the annual appraisals of the NEDs (including the Deputy Chair) from the Chair.</li> </ul>
<p><b>4. Membership</b></p>	<p><b>4.1 The Nominations and Remuneration Committee will comprise</b></p> <ul style="list-style-type: none"> <li>• The Chair (or, when a Chair is being appointed, the Senior Independent Director unless they are standing for appointment, in which case another Non- Executive Director),</li> <li>• Two public Governors,</li> <li>• one staff Governor,</li> <li>• one appointed Governor.</li> <li>• Two Governor from any denomination.</li> </ul>

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	<p>4.2 The Chief Executive will be entitled to attend meetings of the Nominations and Remuneration Committee unless the Committee decides otherwise and the Committee shall take into account the Chief Executive's views.</p> <p>4.3 The Council will appoint the governor members of the Committee, other than the lead governor or a governor acting in a similar role or capacity.</p> <p>4.4 Other individuals may be invited to attend for all or part of any meeting, as and when appropriate and necessary, particularly when the Committee is considering areas of risk or operation that are the responsibility of a particular area, manager or individual.</p>
<b>5. Chair</b>	<p>5.1 The chair of the Trust will chair the Committee.</p> <p>5.2 Where the chair has a conflict of interest, for example when the Committee is considering the chair's reappointment or remuneration, the Committee will be chaired by the deputy chair or another NED, who will become a member of the Committee for these purposes.</p> <p>5.3 In the absence of the Committee Chair and/or an appointed deputy, the governors present will elect one of themselves to chair the meeting.</p>
<b>6. Quorum</b>	<p>6.1 Members should aim to attend every meeting. Where a member is unable to attend a meeting, they should notify the Committee Chair or secretary at least 24 hours in advance of the meeting.</p> <p>6.2 The quorum for a meeting will be four members, including three governors.</p>
<b>7 Frequency</b>	<p>7.1 The Committee will meet as required, which will usually be a minimum of four times each year.</p>
<b>8 Reporting and Escalation</b>	<p>8.1 The Committee Chair will report to the Council following each meeting on any matters of significance or where actions or improvements are needed.</p> <p>8.2 The Trust's annual report will include sections describing the work of the Committee including remuneration policies, details of the remuneration paid to NEDs and the process it has used in relation to the appointment of NEDs, including identifying any external advisers or consultants engaged on behalf of the Committee.</p>
<b>9 Agenda and Secretariat</b>	<p>9.1 Meetings of the Committee will be convened by the secretary of the Committee at the request of the Committee Chair.</p> <p>9.2 The agenda of items to be discussed at the meeting will be agreed by the Committee Chair with support from the Director of Corporate Governance. The agenda and supporting papers will be distributed to each member of the Committee and the regular attendees, no later than five days before the date of the meeting.</p> <p>9.3 The Governor and Membership Manager will act as secretary of the Committee. The secretary of the Committee will minute the proceedings of all meetings of the Committee.</p>

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	9.4 The Terms of Reference will be reviewed annually. Any proposed changes to the terms of reference will be recommended to the Council for approval.