

**2GETHER NHS FOUNDATION TRUST**

**THE NOMINATIONS AND REMUNERATION COMMITTEE**

**THE COUNCIL OF GOVERNORS**

**1. CONSTITUTION**

The Council of Governors hereby resolves to establish a Committee of the Council to be known as the Nominations and Remuneration Committee. The Committee has only those powers delegated by these terms of reference.

**2. MEMBERSHIP**

2.1 The Committee will comprise:

* three named Governors,
* the Lead Governor, who will be an ex officio member of the Committee
* the Trust Chair
* the Trust Deputy Chair

2.2 The Trust Chair will chair the Nominations and Remuneration Committee except when the Committee considers matters relating to the Trust Chair. In these circumstances, or when the Trust Chair is unavailable the Trust Deputy Chair will chair the Nominations and Remuneration Committee.

2.3 With the exception of the Lead Governor, Governor members of the Committee will be elected by the Council of Governors for a period of 1 year. At the end of their initial term, members of the Committee may stand for re-election. Committee membership will be conditional upon continued membership of the Council of Governors.

**3. IN ATTENDANCE**

3.1 If requested, the Chief Executive and Director of Organisational Development should be available to attend in an advisory capacity only.

**4. QUORUM**

4.1 No business shall be transacted at a meeting of the Committee unless at least two Governors and either the Trust Chair or the Trust Deputy Chair are present.

**5. FREQUENCY OF MEETINGS**

5.1 The Committee will convene as often as is necessary, but normally 6 meetings will be scheduled each year.

**6. PURPOSE**

6.1 The Committee is a committee of the Council of Governors and will advise the Council on the appointment, dismissal, remuneration and terms of service of the Chair and Non-Executive Directors of the Board.

6.2 The Committee has delegated authority to manage and oversee the appointment and appraisal processes for the Chair and Non-Executive Directors on behalf of the Council.

6.3 The Committee will also act as a task and finish group of the Council of Governors in order to consider corporate governance matters affecting the Council.

**7. DUTIES**

The Nominations and Remuneration Committee shall:

7.1 Oversee the appointment and reappointment processes for the Trust Chair, Deputy Trust Chair and other Non-Executive Directors.

7.2 In seeking a suitable replacement for the Trust Chair or a Non-Executive Director, and having sought and had regard to the views of the Board of Directors the Nominations and Remuneration Committee shall:

1. agree a person specification that describes the role and responsibilities of the Trust Chair or Non-Executive Director of the Trust and any particular skills, qualifications or experience that it would be essential or desirable for the Trust Chair or Non-Executive Director to possess.

b) receive assurance that the recruitment process will seek candidates by open advertisement and/or other such means as are considered appropriate.

c) approve the arrangements to interview candidates. Interview panels must include at least one Governor representative from the Nominations and Remunerations Committee. When interviewing for the post of Trust Chair, the Committee may invite an external advisor to sit on the interview panel

d) having regard to the person specification, make recommendations to the Council of Governors about appointment and remuneration.

7.3 Agree a process for appraisal of the Non-Executive Directors, receive an annual summary report from the Trust Chair, and make recommendations to the Council

7.4 Agree a process for the appraisal of the Trust Chair with the Senior Independent Director, receive an annual summary report and make recommendations to the Council

7.5 Review the remuneration and terms of service for the Chair and Non-Executive Directors at least annually and make recommendations to the Council.

7.6 Investigate the grounds for any Council of Governors resolution to remove a Non-Executive Director or the Chair, having first taken account of advice from the Chief Executive, and prepare a report with recommendations for the Council of Governors.

7.7 Operate as a task and finish group on behalf of the Council of Governors to consider relevant corporate governance issues referred to the Committee by the Council. Such issues may include consideration of proposed constitutional changes, revisions to codes of conduct, etc.

**8. CONFIDENTIALITY**

8.1 A member of the Committee must not disclose any matter brought before the Committee until the Committee has either reported to the Council of Governors or otherwise concluded the matter.

8.2 A member of the Committee must not disclose any matter, whether concluded or not, that the Council of Governors or the Committee has determined is confidential or would otherwise breach a reasonable expectation of confidentiality.

**9. REPORTING**

9.1 The minutes of the Committee meetings shall be formally recorded. The Chair of the Committee will submit a short report of each meeting to the next Council meeting for information or decision, as appropriate.

**10. OTHER MATTERS**

10.1 The Trust Secretariat will provide administrative support to the Committee, including:

* Agreement of agenda
* The collation of papers
* Ensuring the minutes are taken and a record of matters arising kept and issues carried forward
* Ensuring that Committee reports are made available to the Council of Governors

**11. MONITORING ARRANGEMENTS**

11.1 The Council of Governors will review the Committee’s terms of reference at least once every two years.