

NOMINATION AND REMUNERATION COMMITTEE

TERMS OF REFERENCE

Purpose:

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.

Membership:

~~Lead: Ken Rogers~~

Philip Wells (Chair)

Mandy Carliell

Roy Dexter

Paul Durkin

Reynagh Jarrett

Michael Lyons

Carole George

Brian Glew

Alan Hewett

Quorum:

The Committee shall be quorate when at least four elected Governors are present.

Structure and Frequency of Meetings:

Meetings of the Committee will be held as and when necessary.

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.

FINAL VESION ~~MARCH-NOVEMBER 2014~~2014

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The Committee will make recommendations to the Council of Governors.