



Governors' Nomination and Remuneration Committee

Terms of Reference

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GOVERNORS' NOMINATIONS, REMUNERATION AND TERMS OF SERVICE COMMITTEE ('GNRC')

Terms of Reference

1. Constitution

- 1.1. The Governors' Nomination and Remuneration Committee (the "GNRC") has been convened under the authority of the Board of Directors Torbay and South Devon NHS Foundation Trust (the "Trust"); to whom the GNRC shall remain accountable.
- 1.2. The Board of Directors retain the authority to disband the GNRC at any time in the best interests of the Trust.
- 1.3. This is a Tier 1 governance meeting in accordance with the Trust's governance framework.
- 1.4. The GNRC will adhere to, and be cognisant of the Trust values at all times.
- 1.5. These Terms of Reference shall be published on the Trust's intranet.

2. Powers

- 2.1. In accordance with the delegated authority outlined above, the GNRC is authorised to seek any information it requires from any member of staff, who shall be under a positive obligation to co-operate with any request made by the Committee.
- 2.2. The GNRC may request the attendance of individuals and authorities from outside the Trust with relevant experience and expertise if it considers this necessary in the best interests of the Trust.
- 2.3. The GNRC derives its power from the Board of Directors and has no powers, other than those specifically delegated in these terms of reference.

3. Purpose

- 3.1. The purpose of the Committee is to advise and / or make recommendations to the Council of Governors relating to:
 - 3.1.1. the evaluation of the performance of the Chair and Non-Executives. In fulfilling this role the Committee will make reference to the Code of Governance for NHS Provider Trusts; NHS England Your Statutory Duties – A Reference Guide for NHS Foundation Trust Governors; and NHSE Chair and NED Appraisal Framework
 - 3.1.2. the remuneration, allowances and other terms and conditions of the Chair and Non-Executives; and
 - 3.1.3. determining and directing the process for recruitment, re-appointment or removal of the office of the Chair and other Non-Executive Directors.
- 3.2. The Committee will promote local level responsibility and accountability.

4. Duties and Responsibilities

- 4.1. The duties of the GNRC are to:
 - 4.1.1. on a regular and systematic basis monitor the performance of the Chair and other Non-Executive Directors and make reports thereon to

the Council of Governors when requested to do so, or when in the opinion of the Committee the results of such monitoring ought properly to be brought to the attention of the Council of Governors;

4.1.2. consider and make recommendations to the Council of Governors as to the remuneration and allowances and terms and conditions of the office of the Chair and Non-Executive Directors;

4.1.3. consider Non Executive Directors' succession planning having regard to the Non-Executive re-appointment process every three years;

4.1.4. determine the processes for the selection of candidates for office of the Chair or other Non-Executive Directors of the Trust having first consulted with the Board of Directors as to these matters and having regard to such views as may be expressed by the Board of Directors.

4.2. This process will include;

4.2.1. preparing a description of the role and responsibilities

4.2.2. determining the arrangement for attracting applicants

4.2.3. conducting a selection process and other assessment arrangements

4.2.4. making a recommendation to the Council of Governors

4.3. engage with the Trust's workforce services to seek candidates for office and to advise on the recruitment selection process up to making a recommendation to the Council of Governors. In doing so the Committee shall be at liberty to seek open and fair advice and assistance from persons other than members of the Committee or of the Council of Governors such as external organisations recognised as experts in recruitment;

4.4. to make recommendations to the Council of Governors of the candidate for appointment as Chair or other Non-Executive Director, as the case may be.

4.5. Any other relevant matter as may arise from time to time, requiring detailed Non-Executive oversight, under the direction of the Chair.

5. Membership and attendance

5.1. The GNRC's membership shall reflect those individuals outlined in Appendix 1.

5.2. Other staff may be invited by the Chair to attend all or part of any meeting.

5.3. The Committee will be chaired by the Chair of the Trust. If the Chair is absent the Senior Independent Director will act as deputy for the Chair.

5.4. The term of office for Governor members (except Lead Governor) of the Committee shall be (3) three years. At the expiry of the Governor term of office, the Committee shall invite expressions of interest from the governor category they represent. If more than one expression of interest is received, an election will be held in which all Governors will be entitled to vote. In such circumstances, those Governors will circulate a short supporting statement. In the event of a tie the Chair will decide the Governor member. A Governor may be re-appointed to the Committee.

5.5. In discharging its responsibilities the Chief Executive of the Trust may be invited to attend the meeting of the Committee.

- 5.6. For the appointment of the Chair to the Trust, the Committee may seek the services of an Independent Assessor(s). The Independent Assessor will not be a member or have a vote on the Committee.
- 5.7. For all appointments and matters relating to remuneration, the Committee will seek advice from the professional workforce services of the Trust and/or external professional support.
- 5.8. Devon ICS representatives may be invited to attend.

6. Attendance

- 6.1. A register of attendance will be maintained and the Chair of the GNRC will follow up any issues related to the unexplained non-attendance of members. Should continuing non-attendance of a member jeopardise the functioning of the GNRC, the Chair will discuss the matter with the member and, if necessary, select a substitute or replacement.

7. Administration

- 7.1. The GNRC shall be supported by a nominated Secretary whose duties in this respect will include:
- a) In consultation with the Chair, develop and maintain an annual reporting schedule to the GNRC;
 - b) Collation of papers and drafting of the agenda for agreement by the Chair of the GNRC;
 - c) Taking the notes of the meeting and keeping a record of matters arising and issues to be carried forward;
 - d) Advising on scheduled agenda items;
 - e) Agreeing and circulating the action schedule following each meeting;
 - f) Maintaining a record of attendance.

8. Meetings

- 8.1. Meetings will be held on the following basis:
- a) Meetings will be held as required, but at least twice a year.
 - b) In the absence of the Chair, a Non-Executive Director shall be nominated to act as Chair;
 - c) Items for the agenda must be sent to the meeting administrator a minimum of five [5] days prior to the meeting: urgent items may be raised under another business;
 - d) The agenda will be sent out three [3] days prior to the meeting date, together with the action schedule and other associated papers;
 - e) An action schedule will be circulated to members following each meeting and must be duly completed and returned to the meeting administrator for circulation with the following meeting's agenda and associated papers.
 - f) Notwithstanding the above, a meeting may be duly convened at short notice by the Secretary at the request of the Chair to meet Trust requirements; in such event provisions 8.1c – e may be disapplied.

9. Reporting

- 9.1. The GNRC will provide a report in the form of a prescribed template to the Council of Governors to demonstrate that the work undertaken fulfills the purpose for which the GNRC was constituted.
- 9.2. The GNRC will receive reports as per the meeting work plan.

10. Quorum

- 10.1. The quorum necessary for the transaction of business shall be four [4] members; including the Chair or their nominated deputy.
- 10.2. A duly convened meeting at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the GNRC.
- 10.3. Deputies shall be permitted for Governors; for Non-Executive members deputies may be permitted and counted towards the quorum, where such delegation mitigates a conflict of interest.

11. Review

- 11.1. The Terms of Reference shall be reviewed on an annual basis and ratified by the Board of Directors and Council of Governors.

12. Monitoring Effectiveness

- 12.1. In order that the GNRC can be assured that it is operating effectively in discharging its responsibilities at set out in these terms of reference and, if necessary, to recommend any changes to the Terms of Reference, the Chair will ensure that once a year a review of the following is undertaken and reported to the next meeting of the GNRC:
- 12.1.1. The purpose and duties, as prescribed above, were fulfilled.
 - 12.1.2. Appropriate level of attendance by members to ensure effective meetings was achieved.

Appendix 1
MEMBERS AND ATTENDEES

Membership
Trust Chair
Trust Senior Independent Director
Lead Governor
Four Public Governors *
Two Staff Governors
Attendance
Director of Corporate Governance and Trust Secretary

*Membership shall preferably include one Governor from each constituency however this shall not be mandatory.