

Item 9biii

**Council of Governors: Nominations and
Remuneration Committee (for Chair / Non
Executive Director appointments)**

**Terms of
Reference**

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To be read in conjunction with the following documents: LHCH Constitution (Amended 02.03.16) NHSFT Code of Governance Monitor's reference guide for NHS FT governors	
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1. Constitution and Remit

This Committee is established as a Sub Committee of the Council of Governors of Liverpool Heart and Chest Hospital NHS Foundation Trust. Its purpose is to establish and manage processes governing the appointment or re-appointment of the Chair and Non Executive Directors and to make recommendations to the Council of Governors, in consultation with the Board of Directors. The Committee will also review the remuneration and terms and conditions of service applicable to the Chair and Non Executive Directors and make appropriate recommendations on these matters to the Council of Governors.

2. Authority

The Committee must act in accordance with the constitution and be guided by the NHS FT Code of Governance and Monitor's reference guide for NHSFT Governors. It may seek independent advice following consultation with the Chief Executive or Director of Workforce Development in order to ensure that best HR practice is followed.

3. Duties

3.1 Chair / NED vacancies

To recommend and agree with the Council of Governors a process for nomination of a new Chair or NED – this is likely to include:

- Review of the policy on composition of Non Executive Directors
- Receive the job description(/s) and person specification(/s) defining the role and capabilities required, from the Board of Directors
- Agree the arrangements for advertising / raising awareness of the post(/s), ensuring a process of open competition
- Arrangements for short listing candidates against agreed criteria
- Arrangements for the selection process, including formal interview
- Recommendation of the successful candidate(/s) to the Council of Governors for approval

3.2 Re-appointments

To make recommendations to the Council of Governors following receipt of confirmation from the Chair (in the case of NED re-appointments) and Senior Independent Director (in the case of the Chair's re-appointment) that the performance of the individual continues to be effective.

3.3 Chair / NED Remuneration and Terms of Service

To recommend suitable levels of remuneration and terms of service (including expenses) for the Chair and Non Executive Directors after taking expert advice from the Director of Workforce Development or an appropriate external body.

3.4 Review

The Committee will review its own performance, including relevant sections of the constitution and terms of reference from time to time to ensure that it is operating effectively.

4. Membership

The Foundation Trust Chairman (Committee Chair)

Deputy Chair

Not less than three elected Governors from the Public Constituencies

except :

- when the Chair is being appointed; then the Committee will comprise the Deputy Chair, one other NED, and not less than 3 elected Governors from the Public Constituencies
- when the Deputy Chair's is being appointed; then the Committee will comprise two other NEDs, and not less than 3 elected Governors from the Public Constituencies

5. Attendance

5.1 The Committee may seek the attendance of appropriate advisors including:

- The Chief Executive who may advise on the appointment of Non Executive Directors but may not exercise a vote or take any further part in relation to appointments.
- The Director of Corporate Affairs who may advise on the requirements of the Trust constitution and best practice governance as set out in the Code of FT Governance..
- The Director of Workforce Development who has a specific role to ensure that recruitment and appointment processes are managed in accordance with best practice and that recommendations to the Council of Governors on remuneration and terms of office are appropriate and relevant to local circumstances.

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5.2 Any appointment panel may include up to two external assessors who will act in an advisory capacity (non-voting).

6. Quorum and Frequency

The Committee will meet at least annually and then as often as required to fulfil its responsibilities, as determined by the Chair.

Three members, to include at least ~~one Council~~ two public Governors shall constitute the quorum.

7. Reporting

7.1 The Chair of the Nominations and Remuneration Committee shall report the recommendations made to the next quarterly meeting of the Council of Governors for consideration and approval. This part of the meeting will be held in private i.e. not open to members of the public.

7.2 The Chair will announce any Non Executive Director appointments made during the course of each year at the Annual Members' Meeting.

8. Conduct of Meetings

The Chair of the Committee will ensure that appropriate policies are followed:

- A secretary to the Committee should be nominated and accurate minutes kept;
- Meetings of the Committee will be called at the request of the Chair with details of the meeting, an agenda and any supporting papers distributed to members 5 working days ahead of the meeting

9. Other Matters

Members of this Committee may be required to undertake training and development commensurate with the duties outlined in 3 above.