

TERMS OF REFERENCE

Name of Committee NOMINATION AND REMUNERATION COMMITTEE
Purpose The Nomination and Remuneration Committee reviews and makes recommendations to the Board of Directors on the composition, balance, skill mix and succession planning of the Board. It recommends the appointment of Executive Directors. It is responsible for setting the overall policy for the remuneration of all Trust staff, and it specifically authorises the remuneration packages and contractual terms for the Chief Executive, the Executive Directors and other senior managers who report directly to the Chief Executive.
Duties <ol style="list-style-type: none">1. To regularly review the composition of the Board and its subcommittees, and to make recommendations to the Board to improve its own governance and effectiveness.2. To ensure an appropriate process is in place for the appointment of the Chief Executive and Executive Directors and to recommend their appointment to the Board.3. In conjunction with the Appointments Committee of the Board of Governors, ensure that the process for appointing the Trust Chairman and Non-Executive Directors, and the process for appointing the Chief Executive and Executive Directors, are aligned.4. To ensure that the workforce plan of the Trust addresses skill mix and succession planning.5. To evaluate the remuneration policy for the Trust to ensure that it will attract and retain skilled and talented staff throughout the Trust and approve pay settlements as appropriate.6. To determine the remuneration packages and contractual terms for the Chief Executive, Executive Directors and other senior managers who report to the Chief Executive.7. To consider a report, annually, from the Chairman on the performance of the Chief Executive, and from the Chief Executive on the performance of the Executive Directors and determine any adjustment to salary.8. To evaluate the remuneration guidelines for the Medical and Care Group Directors and consultants receiving service level agreement payments for lead clinician roles.9. To provide an annual report on the work of the Committee for the Trust's annual report.
Level of Authority Committee of the Board
Membership Trust Chairman All Non Executive Directors Chief Executive (except when matters relating to the CEO terms and conditions of service are to be considered)

Committee Chairman

Non Executive Director who may be the Deputy Chairman or Senior Independent Director

In attendance:

Head of HR as secretary to the Committee

Head of Corporate Affairs as Company Secretary

External advisors as appropriate

Quorum

Three members.

Frequency

At least 3 times per year or more frequently as the Committee Chairman determines.

Reporting Arrangements

Reports to the Board of Directors.

Review Date

July 2011.