

UNIVERSITY HOSPITALS DORSET NHS FOUNDATION TRUST

NOMINATIONS, REMUNERATION AND EVALUATIONS COMMITTEE

TERMS OF REFERENCE

1. CONSTITUTION

- 1.1 The Nominations, Remuneration and Evaluations Committee is a sub-committee of the Council of Governors.
- 1.2 The Committee is responsible for advising and/or making recommendations to the Council of Governors relating to:
 - i) The evaluation of the performance of the Chairman and Non-Executive Directors.
 - ii) The remuneration, allowances and other terms and conditions of office for the Chairman and Non-Executive Directors.
 - iii) The composition of the Board of Directors and the skill mix of the Non-Executive Directors.
 - iv) The recruitment process for the selection of candidates for the office of Chairman or other Non-Executive Directors.
 - v) The consideration of the continuing tenure of absentee Governors.
- 1.3 The Nominations, Remuneration and Evaluations Committee will produce an Annual Report on its own work.

2. MEMBERSHIP

- 2.1 The Chairman of the Trust, or in his absence, the Vice Chairman is to preside at meetings of the Nominations, Remuneration and Evaluation Committee. If the Chairman is absent from a meeting or temporarily absent on grounds of a declared interest the Vice-Chairman shall preside. If the Chairman and Vice-Chairman are absent, such Non-Executive Director as the Governors present shall choose shall preside. The Committee will comprise of three public governors, one appointed governor and one staff governor (the Constituencies).
- 2.2 Governors comprising the Committee will be nominated by constituency. Where there is more than one nomination a ballot of that constituency will take place. The term of office will be for a 3-year term with a permitted maximum of 2 x 3-year terms.
- 2.3 If the Lead Governor is not one of the Governors nominated by constituency, then the Lead Governor will automatically be co-opted to the Committee as a member. The term of office will coincide with such person holding the role of Lead Governor.
- 2.4 In discharging its responsibilities, the Chief Executive of the Trust will be entitled to attend the meeting of the Committee unless the Committee decides otherwise, and the Committee will be required to take account of the Chief Executive's views.
- 2.5 For the appointment of Chairman to the Trust the Committee will seek the services of an Independent Assessor.

2.6 For all appointments and matters relating to remuneration the Committee will seek advice from the professional human resources services of the Trust who may in turn look for professional external support.

3. FREQUENCY

3.1 The Committee will meet two times a year. Additionally, if required for Chairman/Non- Executive Director appointments.

3.2 Following consultation by the Chairman, additional meetings may take place in electronic format (email, telecommunication).

4. QUORUM

4.1 The quorum is at least three members present (or contributing to an electronic forum), one of whom must be a publicly elected Governor.

5. AUTHORITY

5.1 The Committee is authorised by the Council of Governors to carry out any activity within its Terms of Reference.

6. REPORTING MECHANISM

6.1 Minutes of each Committee will be formally recorded and submitted to the Council of Governors.

6.2 The Chairman should draw to the attention of the Council of Governors any matters relevant to the Committee's duties.

7. PROCESS

7.1 The Committee will:

- i) on an annual basis monitor the performance of the Chairman and other Non-Executive Directors and make reports thereon to the Council of Governors when requested to do so by the Lead Governor or when in the opinion of the Nominations, Remuneration and Evaluation Committee the results of such monitoring ought properly to be brought to the attention of the Council of Governors.
- ii) consider and make recommendations to the Council of Governors as to the remuneration and allowances and other terms and conditions of office of the Chairman and Non-Executive Directors.
- iii) review the composition of the Board of Directors and the skill mix of the Non-Executive Directors from time to time.
- iv) determine the processes for the selection of candidates for office as Chairman or other Non-Executive Director 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.
- v) using the Trust's HR Services to seek candidates for office and to assess, shortlist and select for interview such candidates as are considered appropriate

and in doing so the Nominations, Remuneration and Evaluation Committee shall be at liberty to seek 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 and remuneration.

- vi) to make recommendations to the Council of Governors of the candidate for appointment as Chairman or other Non-Executive Directors, as the case may be.

8. REVIEW

- 8.1 The Terms of Reference will be reviewed in July 2023 or at the request of the Council of Governors by the Committee making recommendations to the Council of Governors as appropriate.

Company Secretary

July 2022