

TERMS OF REFERENCE

for the

**University Hospitals Dorset NHS Foundation
Trust**

**Council of Governors'
Nominations, Remuneration and
Evaluation Committee**

July 2024

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Print Name	Rob Whiteman	Signature of Body/Committee Chair	

UNIVERSITY HOSPITALS DORSET NHS FOUNDATION TRUST

NOMINATIONS, REMUNERATION AND EVALUATION COMMITTEE

TERMS OF REFERENCE

1. PURPOSE

- 1.1 The Trust's vision is to positively transform its health and care services as part of the Dorset Integrated Care System. Its mission is to provide excellent healthcare for its patients and wider community and be a great place to work now and for future generations.
- 1.2 Under the Trust's Constitution, the Nominations, Remuneration and Evaluation Committee (the Committee) is:
- To determine the criteria or process for the selection of candidates for office as Trust Chair or other Non-Executive Director of the Trust, having regard to such views as may be expressed by the Board of Directors.
 - To seek by way of open advertisements and other means candidates for office and to assess, shortlist and select for interview such candidates as are considered appropriate.
 - To make recommendations to the Council of Governors as to potential candidates for appointment as Trust Chair or other Non-Executive Director, as the case may be.
 - To monitor the performance of the Trust Chair and other Non-Executive Directors and make reports to the Council of Governors from time to time on such performance.
 - To consider and make recommendations to the Council of Governors about the remuneration and allowances and other terms and conditions of office of the Trust Chair and Non-Executive Directors.
 - To review the structure, size and composition of the Board of Directors from time to time and make recommendations to the Council of Governors.
- 1.3 The Committee is a committee of the Council of Governors and has no delegated authority but will assist the Council of Governors in carrying out its role.

2. RESPONSIBILITIES

To advise and/or make recommendations to the Council of Governors relating to:

- 2.1 The evaluation of the performance of the Trust Chair and Non-Executive Directors. The Committee will on an annual basis monitor the performance of the Trust Chair and other Non-Executive Directors and make reports on the same to the Council of Governors 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.
- 2.2 The remuneration, allowances and other terms and conditions of office for the Trust Chair and Non-Executive Directors.
- 2.3 The composition of the Board of Directors and the skill mix of the Non-Executive Directors.
- 2.4 The recruitment criteria and/or process for the selection of candidates for the office of Trust Chair or other Non-Executive Directors. In this context:

- The Committee shall determine the processes for the selection of candidates for office as Trust Chair 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.
- The Committee shall, using the Trust's HR Services, seek candidates for office and to assess, shortlist and select for interview such candidates as are considered appropriate and in doing so the 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.
- The Committee shall make recommendations to the Council of Governors of the candidate for appointment as the Trust Chair or other Non-Executive Directors, as the case may be.

2.5 The Non-Executive Director candidate for the position of Vice Chair.

2.6 The consideration of the continuing tenure of absentee Governors.

3. MEMBERSHIP AND ATTENDANCE

- 3.1 The Trust Chair, or in their absence, the Vice Chair is to preside at meetings of the Committee. If the Trust Chair is absent from a meeting or temporarily absent on grounds of a declared interest the Vice-Chair shall preside. If the Trust Chair and Vice Chair are absent, such Non-Executive Director as the Governors present shall choose shall preside.
- 3.2 The Committee will comprise of one Governor from each of the public constituencies, one appointed Governor and one Governor from a staff constituency.
- 3.3 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 three-year term with a permitted maximum of two three-year terms.
- 3.4 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.
- 3.5 In discharging its responsibilities, the Chief Executive of the Trust will be entitled to attend meetings of the Committee unless the Committee decides otherwise, and the Committee will be required to take account of the Chief Executive's views.
- 3.6 In addition, the Chief People Officer may from time to time attend the Committee to provide information, advice and/or to present to the Committee:
- 3.7 Committee members should aim to attend all scheduled meetings.
- 3.8 Subject to paragraphs 3.5 and 3.6 above, only members of the Committee have the right to attend Committee meetings.

4. AUTHORITY

- 4.1 The Committee is authorised by the Council of Governors to carry out any activity within its Terms of Reference.
- 4.2 For the appointment of the Trust Chair, the Committee will seek the services of an independent assessor.
- 4.3 For all appointments and matters relating to remuneration, the Committee will seek advice from the professional human resource services of the Trust who may in turn seek professional external support.

5. CONDUCT OF BUSINESS

- 5.1 The Trust's Constitution shall apply to the Committee, to the extent applicable, and any its meetings.
- 5.2 The Committee will meet as a minimum, twice per year and at such other times as the Committee Chair shall require.
- 5.3 Meetings of the Committee will be quorate if at least three members are present, one of whom must be a publicly elected Governor.
- 5.4 Meetings of the Committee shall be called by the Company Secretary (or nominee on their behalf) at the request of the Committee Chair.
- 5.5 The Company Secretary (or their nominee) is responsible for preparing the agenda for agreement by the Committee Chair. The Company Secretary (or their nominee) shall collate and circulate papers to Committee members.
- 5.6 Unless otherwise agreed by the Committee Chair, agenda and papers should be circulated no less than five working days before the meeting.
- 5.7 Proceedings and decisions made will be formally recorded by the Company Secretary Team in the form of minutes, which will be submitted to the next meeting of the Committee for approval.
- 5.8 The Committee Chair should draw attention to the Council of Governors any matters relevant to the Committee's duties.
- 5.9 Committee business may be transacted through virtual media (including, but not limited to video conferencing). At the start of each meeting taking place without all parties physically present, the Committee Chair shall be responsible for determining that the meeting is quorate.
- 5.10 Under exceptional circumstances, in the case of emergency or urgency, items of business may be conducted outside of formal meetings. This should normally be agreed by the Committee in advance and carried out either by: the Committee Chair's action, calling an extraordinary meeting or reaching consensus on a decision by e-mail. Any decisions made in this manner must be formally ratified by the Committee and/or the Council of Governors at the next meeting.

6. RELATIONSHIPS AND REPORTING

- 6.1 The Committee shall be accountable to the Council of Governors.
- 6.2 The Committee Chair will report back to the next formal meeting of the Council of Governors.

7. MONITORING

- 7.1 Attendance will be monitored at each Committee meeting. A matrix (see example at Appendix A) of membership attendees will be used for monitoring purposes.
- 7.2 On an annual basis, the Committee will provide a report of its own work.

8. REVIEW

- 8.1 These Terms of Reference will be reviewed annually or sooner if appropriate.

APPENDIX A

ATTENDANCE AT NOMINATIONS, REMUNERATION AND EVALUATION COMMITTEE MEETINGS

NAME OF COMMITTEE:	Nominations, Remuneration and Evaluation Committee			
Present (including names of members present at the meeting)	Meeting Dates			
Was the meeting quorate? Y/N (Please refer to Terms of Reference)				