

**GLOUCESTERSHIRE PARTNERSHIP NHS FOUNDATION TRUST  
THE NOMINATION AND REMUNERATION COMMITTEE  
THE COUNCIL OF GOVERNORS**

**MEMBERSHIP**

- Robert Maxwell, Trust Chairman
  - Julie Garnham, Public Governor – Tewkesbury
  - Sam Tolley, Public Governor – Stroud
  - David Coombs, Public Governor – Forest (*in attendance unless the Chairman has a conflict of interests when he will become a full member of the committee*)
  - Joan Nash, Nominated Governor – County Council
  - Tim Stokes, Staff Governor – Support Staff
1. When considering matters that relate to the appointment, remuneration, terms of service and appraisal of the Trust Chairman, the Committee will consist of three Public Governors, one Staff Governor, and one Nominated Governor. A Public Governor will Chair the Nominations and Remuneration Committee.
  2. When considering matters that relate to the appointment, remuneration, terms of service and appraisal of the Non-executive Directors the Committee will consist of the Trust Chairman, two Public Governors, one Staff Governor, and one Nominated Governor. The Chairman will chair the Nominations and Remuneration Committee.
  3. The Chief Executive will attend in an advisory capacity only.

**STATUS**

4. The Committee is a committee of the Council of Governors and will advise the Council on the appointment, dismissal, remuneration and terms of service of the Chairman and Non-executive Directors of the Board.
5. The Committee has delegated authority to manage and oversee the recruitment and appraisal processes for the Chairman and Non-executive Directors on behalf of the Council.
6. Subject to the Trust Secretary's agreement for any expenditure, the Committee is authorised to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.

**PURPOSE**

7. The Nominations and Remuneration Committee shall:
  - a. Oversee the recruitment and selection processes for the Trust Chairman and Non-executive Directors and make recommendations to the Council
  - b. Agree a process for appraisal of the Non-executive Directors and receive an annual summary report from the Chairman

- c. Agree a process for the appraisal of the Trust Chairman with the Senior Independent Director and receive an annual summary report
- d. Review the remuneration and terms of service for the Chairman and Non-executive Directors at least annually taking into due account the performance of the individual and the organisation and make recommendations to the Council.
- e. Investigate the grounds for any resolution to remove a Non-executive Director or the Chairman and prepare a report with recommendations for the Council of Governors.

## **CONFIDENTIALITY**

- 8. A member of the committee shall not disclose a matter dealt with by, or brought before, the committee without its permission until the committee shall have reported to the Council of Governors or shall otherwise have concluded on that matter.
- 9. A member of the committee shall not disclose any matter reported to or otherwise dealt with by the committee, notwithstanding that the matter has been reported or action has been concluded, if the Council of Governors or the committee shall resolve that it is confidential.

## **QUORUM**

- 10. No business shall be transacted at a meeting of the Committee unless at least one-half of the whole number of the Governors are present including at least one elected Governor from a Public Constituency, one elected Governor from the Staff Constituency and one nominated Governor.

## **SUBSTITUTES**

- 11. Provided the Trust Secretary is notified in advance of the meeting, absent members of the committee may nominate a substitute Governor from the same peer group (i.e. staff, public or nominated Governor) to act a member of the committee for its duration. Substitutes act on their own discretion including voting rights.

## **FREQUENCY OF MEETINGS**

- 12. As required but at least annually