

COUNCIL OF GOVERNORS MEETING

19 JULY 2017

Paper Title:	Council of Governors Remuneration Committee Terms of Reference
Lead Director:	Paul Hogg, Trust Secretary
Paper Author:	Stella Jackson, Deputy Trust Secretary
Agenda Item:	13
Presented For:	For approval

PURPOSE OF THIS PAPER:

To approve amendments to the Council of Governors Remuneration Committee terms of reference.

EXECUTIVE SUMMARY:

At its meeting on 6 July 2017, the Council of Governors Remuneration Committee reviewed its terms of reference and agreed to propose the following amendments to the Council of Governors:

- Paragraph C – update this to bring it in line with Foundation Trust Code of Governance requirements; namely to outline the role of the Committee in appointing professional advisors whenever it is intended to make a material change to the remuneration of the Chair and Non-Executive Directors;
- Paragraph E – reduce the minimum membership to four to reduce the risk of not being able to fill vacancies on the Committee and incorporate a provision that at least one member of the Committee should have sufficient and appropriate understanding of remuneration and financial matters;
- Paragraph H – remove reference to ‘public’ meetings in the third bullet point as remuneration matters are usually considered at private meetings;
- Paragraph K – reduce the quorum to three to reduce the risk of decisions not being taken due to quoracy issues;
- Paragraph L – provide revised details about the location of the minutes and papers; and
- Paragraph N – make provision for another Governor to attend (and, if necessary, vote at) the meeting on behalf of a Committee member.

All proposed changes are identified in red at Annex A.

RECOMMENDATIONS:

That the Council of Governors:

- Approves the proposed changes to the terms of reference for the Council of Governors Remuneration Committee.