

<b>Meeting Title</b>	<b>Council of Governors</b>		
<b>Date</b>	<b>9 November 2023</b>	<b>Agenda item</b>	<b>CGo.11.23.11</b>

## Governors Nominations and Remuneration Committee (NRC) Report

<b>Presented by</b>	NRC Governor		
<b>Author</b>	Jacqui Maurice, Head of Corporate Governance		
<b>Governance responsibility</b>	Council of Governors		
<b>Purpose of the paper</b>	To provide a routine report to the Council of Governors on matters addressed by the Governors NRC since the previous report presented to the Council in July 2023		
<b>Action required</b>	For information		
<b>Previously discussed at/ informed by</b>	Governors NRC on: <ul style="list-style-type: none"> <li>- 5 September 2023</li> <li>- 20 September 2023</li> <li>- 17 October 2023 (item via email)</li> <li>- 1 November 2023</li> <li>- 8 November 2023</li> </ul>		
<b>Previously approved at:</b>	<b>Committee/Group</b>	<b>Date</b>	
	N/A		

### Situation and Background

#### 1. Membership of the NRC

The NRC is currently comprised of the following members:

- Ms Julie Lawreniuk, Deputy Chair BTHFT
- Mr Dermot Bolton, Public Governor
- Mr Mark Chambers, Patient Governor
- Professor Alastair Goldman, Partner Governor
- Dr Farzana Khan, Staff Governor
- Mr David Wilmshurst, Public Governor
- Ms Helen Wilson, Staff Governor
- Ms Raquel Licas, Staff Governor

The following are 'in attendance' at the NRC:

- Faeem Lal, Interim Director of Human Resources
- Laura Parsons, Associate Director of Corporate Governance / Board Secretary
- Jacqui Maurice, Head of Corporate Governance

#### 2. Extraordinary NRC meeting held 5 September 2023

The NRC considered in detail the report from the Executive Search Agency on the longlisted candidates for the General NED role and the NED Chair of the Audit Committee and determined the initial shortlists for the roles.

#### 3. Meeting held 20 September 2023

The NRC considered in detail the report from the Executive Search Agency and confirmed which candidates should be shortlisted for the General NED role and the NED Chair of the Audit Committee. The NRC also confirmed all arrangements for the interview panel and the stakeholder panel.

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#### **4. Virtual NRC (17 October 2023)**

The members of the NRC considered the recommendations from the interview panels held for the General NED role and the NED Chair of the Audit Committee held on 10 and 11 October. The Council received the recommendations via email and approved the recommendations to appoint, subject to the completion of the required employment checks. The paper along with the confirmed recommendations is presented for information at the closed Council of Governors.

#### **5. Extraordinary NRC meeting held 1 November 2023**

The NRC discussed in detail and agreed the recommendations to be presented to the Council of Governors on the proposed appointment of an interim Chair. The Council received the recommendations via email and confirmed the appointment on 6 November. The paper along with the confirmed recommendations is presented for information at the closed Council of Governors meeting.

#### **6. Extraordinary NRC meeting scheduled for 8 November 2023**

A verbal update on the items discussed will be presented at the Council of Governors meeting scheduled for 9 November.

#### **7. Next meeting of the Governors NRC**

The next quarterly meeting of the NRC is scheduled for Tuesday 12 December 2023.

#### **Recommendation**

The Council of Governors is asked to note the report from the last series of Governors NRC meetings.