

**Council of Governors Meeting: Thursday 5 October 2017**

**CoG2017.23**

Title	Proposed terms of reference for the Council of Governors' <b>Remuneration, Nominations and Appointment Committee</b>
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Status	For review and approval
History	Report from the Governors' Nominations and Remuneration Committee [Paper CoG2017.22] recommends that it should merge with the Appointment Panel for non-executive director vacancies

## Summary

1	The Report from the Governors' Nominations and Remuneration Committee [Paper CoG2017.22] recommends that it should merge with the Appointment Panel for non-executive director [NED] vacancies.
2.	It is proposed that the Lead Governor should be a member of the newly merged entity.
3.	Proposed terms of reference for the newly merged entity that will be the Council of Governors' <b>Remuneration, Nominations and Appointment Committee</b> ["RNAC"] are <b>attached</b> hereto.
4.	After merger, the Appointment Panel for any specific vacancy that arises for a non-executive director would effectively be established as a sub-group of the RNAC (see section 4.9 <i>et seq</i> ).
5.	In the interests of capitalising on experience gained and to maintain continuity, it is proposed that membership of the Appointment Panel for the immediately upcoming NED vacancy (arising upon expiry of Mr Peter Ward's term of office on 30 November 2017) will be unchanged from the Appointment Panel that recommended the most recent appointment of a non-executive director.
5.	<p><b>Recommendation</b></p> <p>The Council of Governors is asked:</p> <ol style="list-style-type: none"> <li>1. To approve the merger proposed, to create the newly merged entity that will be the Council of Governors' Remuneration, Nominations and Appointment Committee;</li> <li>2. To agree that the Lead Governor should be a member of the newly merged entity;</li> <li>3. To agree that membership of the Appointment Panel/Nominations Committee for the immediately upcoming NED vacancy (arising upon expiry of Mr Peter Ward's term of office on 30 November 2017) will be unchanged from the Appointment Panel that recommended the most recent appointment of a non-executive director</li> <li>4. To review and approve the proposed draft terms of reference for the RNAC, subject to any amendment agreed.</li> </ol>