

Remuneration and Nomination Committee Terms of Reference

Key purpose

R1. To provide assurance to the Council by carrying out the following functions on its behalf:

1. Scrutinising the proposed **reward** approach for the Chief Executive and Registrar, Executive Directors, Council Members (including the Chair), Independent Members of non-statutory Committees of Council ('Independent Governance Associates'), and specified Associate postholders.¹
2. Scrutinising the process for the **appointment** for the Chief Executive and Registrar, Council Members (including the Chair) and Independent Governance Associates.
3. Scrutinising the proposed **appraisal** approach for the Chief Executive and Registrar, Council Members (including the Chair) and Independent Governance Associates.
4. Scrutinising the arrangements for **succession planning** for the Chief Executive and Registrar providing assurance in relation to the Chief Executive's succession plan for the Executive team.

Composition and Quorum

R2. The Committee shall consist of a Chair and at least two members of the Council (of whom at least one must be a registrant member of the Council and at least one must be a lay member of the Council). Additionally, the Committee will have an external member, who must be appointed in line with the requirements of the GDC Standing Orders.² The Chair of the Council shall not be a member of the Committee and may only attend at the invitation of the Committee Chair.

R3. The quorum of the Committee shall be two Council members.³

Delegated Powers

The Council formally delegates its decision-making powers in relation to the following areas:

R4. Approving the appointment process for the Chief Executive.

R5. Approving the reward terms of the Chief Executive and Registrar, including in relation to any severance agreement. All decisions taken as part of this delegation must be within the Executive pay policy as approved by Council.

R6. Approving the policy for authorising claims for expenses from the Chief Executive and Registrar and the Chair of the Council.

R7. Where necessary, the Committee is authorised by the Council to obtain external legal or other professional advice, but only within budgetary limits.

¹ Registration and Fitness to Practise panellists, ORE associates, clinical and legal advisers at hearings, and education associates.

² GDC Standing Orders and Resolution regarding the Non-Statutory Committees of the Council 2018, r2.2.

³ GDC Standing Orders and Resolution regarding the Non-Statutory Committees of the Council 2018, r.5.1

Functions and Duties

Nominations and evaluation

R8. Scrutinise and provide assurance to the Council on the processes for recruiting the Chief Executive and Registrar, and on the process around their annual appraisal.

R9. Scrutinise and provide assurance to Council on the arrangements for succession planning for the Chief Executive and Registrar and provide assurance to the Council that plans are in place in respect of the rest of the Executive Management Team.

R10. Scrutinise and provide assurance, in order to recommend to the Council, the process of appointment and reappointment in relation to both Council Members and Independent Governance Associates.

R11. Scrutinise and provide assurance, in order to recommend to the Council, the approach to appraisal for Council Members (including the Chair of Council) and Independent Governance Associates.

R12. Scrutinise and provide assurance to Council on the process for setting the objectives of the Chair of Council and Chief Executive and Registrar.

Remuneration and Reward

Chief Executive and Registrar and the Executive Management Team

R13. Scrutinise and recommend to the Council an appropriate reward policy for the Chief Executive and Registrar, and the Executive Management team. This will be:

- consistent with organisational objectives,
- within the overall budget agreed by the Council and
- any approval of the overall reward, benefits package and terms of service for the Chief Executive and Registrar by the Committee, under its delegated power above, must be within the terms of the agreed policy.

R14. On behalf of Council, propose amendments to the reward of the Chief Executive, within the agreed policy, including in relation to the terms of any special severance arrangements applying in the event of any required and unplanned early termination of employment of the Chief Executive, having regard to relevant guidance, best practice and contracts of employment. Any proposed changes that would fall outside of the agreed policy should be escalated to the Council.

R15. Scrutinise and provide assurance to Council that changes made by the Chief Executive to Executive reward, including in relation to any special severance arrangements, are within the agreed policy. Any proposed changes to Executive reward that would fall outside of the agreed policy should be escalated to the Council.

Council Members, specified Associates and Others

R16. Scrutinise and recommend to the Council an appropriate reward and expenses policy for:

- Council Members (including the Chair of Council)
- Independent Governance Associates
- Decision making panellists (in relation to Fitness to Practise and Registration)
- ORE Associates
- Clinical and legal advisors at Hearings and
- Education Associates.

R17. Scrutinise and provide assurance to Council that there is a reward framework in place for GDC staff, that policies are reviewed at regular intervals and benchmarked against the market, if and when, appropriate.