

COUNCIL OF DEANS OF HEALTH

NOMINATIONS AND REMUNERATION COMMITTEE

TERMS OF REFERENCE

1. PURPOSE

- 1.1 The nominations and remuneration committee (the **Committee**) is established pursuant to Article 21 of the Articles of Association of Council of Deans of Health (**CoDH**) to oversee and advise the board of trustees of CoDH (the **Board**) and its members on nominations to and membership of the Board and any other committees established by the Board from time to time, as well as to advise on the remuneration of certain CoDH employees, as detailed in its remit below.
- 1.2 In fulfilling its role the Committee will have due regard to CoDH's desire to promote diversity on the Board and ensure that there is an appropriate mix of skills and expertise across Board members.
- 1.3 Nothing in this document is meant to override the provisions of the Articles of Association (the **Articles**) of CoDH in force from time to time.
- 1.4 Words used in these terms of reference shall bear the same meaning as in the Articles, except where otherwise stated.

2. REMIT

- 2.1 In exercising its responsibilities, the Committee will advise the Board on the following:
 - 2.1.1 The appointment of Independent Trustees (in relation to which please see paragraph 2.3 below);
 - 2.1.2 The candidates for proposal to the members for appointment as Member Trustees;
 - 2.1.3 The appointment of the chair of CoDH (**Chair**), having carried out such internal or external stakeholder engagement or consultation as the Committee considers relevant to the appointment;
 - 2.1.4 The appointment of members to any other committees of the Board (for the avoidance of doubt, excluding this Committee, whose member appointment will be determined by the Board);
 - 2.1.5 The appointment and remuneration of the Chief Executive and any other senior staff advised from time to time by the Board; and
 - 2.1.6 Any other matters from time to time delegated to it by the Board.

2.2 In exercising its delegated authority, the Committee will carry out the following actions and report its activity to the Board:

- 2.2.1 Agree and oversee the process for the nomination of candidates for the Board and its committees;
- 2.2.2 Advise the Board on the skills matrix against which candidates will be considered and assessed having regard to the UK-wide context in which CoDH operates;
- 2.2.3 Advise the Board on job descriptions and person specifications for roles on the Board and its committees;
- 2.2.4 Review applications from candidates and shortlist those candidates, interviewing candidates for respective roles;
- 2.2.5 Recommend candidates as suitable for election to the post of Member Trustee by CoDH's members;
- 2.2.6 Recommend the suitability of candidates to the Board for appointment as Independent Trustees, for the post of Chair and make recommendations to the Board for the appointment of committee members;
- 2.2.7 In making recommendations under 2.2.6 above, the Committee will consider the views of relevant internal and external stakeholders as it considers appropriate;
- 2.2.8 Review the structure, size, composition, operation and effectiveness of the Board and committees, and make recommendations to the Board with regard to any changes;
- 2.2.9 Oversee the appointment of chief executive of CoDH and approval of their job descriptions and make recommendations to the Board with regard to new appointments;
- 2.2.10 Design and periodically review the regular appraisal process of the Chief Executive, to be conducted by the Chair of the Board;
- 2.2.11 Design and periodically review the regular appraisal process of the Board.
- 2.2.12 Advise on potential training and development opportunities arising from mapping the Board skills matrix against Trustee skills.
- 2.2.13 Any other functions as from time to time delegated to it by the Board.

2.3 There is an expectation that individuals considered for the role of Independent Trustee will not have been an employee of a full institutional member of CoDH (in a nursing, midwifery or allied health related school or faculty) within the last five years. Provided that this does not include central university roles (e.g. Vice-Chancellor or Deputy-Vice-Chancellor), or roles in non-healthcare faculties or schools. The relevance of non-permanent or part time roles, such as visiting, emeritus or honorary professorships, and/or joint appointments will be considered at the discretion of the Committee.

3. MEMBERSHIP

- 3.1 The Committee shall comprise up to 7 individuals, as follows:
 - 3.1.1 Up to 2 individuals elected from the Board by the Board;
 - 3.1.2 Up to 2 individuals from CoDH's membership from the authorised representatives of CoDH's membership appointed by the Board;
 - 3.1.3 Up to 2 individual co-opted by the Committee members (at least one of whom must be independent of the Board and CoDH's membership);
 - 3.1.4 The chair of the Board.
- 3.2 CoDH's chief executive shall be in attendance at meetings subject to any conflicts of interest.
- 3.3 The Committee and the Board shall at all times have regard to the need to maintain a balance between the number of Committee members who are on the Board, who are from the wider CoDH membership and who are independent, bearing in mind the Committee's remit.
- 3.4 The members of the Committee shall from time to time appoint the Chair of the Committee from amongst their number.
- 3.5 Subject to paragraph 3.6 and to earlier termination as set out in these terms of reference, Committee members shall be appointed to the Committee for a three year term and may be reappointed at the end of that term. No Committee member shall serve as a Committee member for more than nine consecutive years provided that if there are exceptional circumstances a Committee member may be reappointed annually thereafter by the body with authority to elect or co-opt that member to the Committee.
- 3.6 The chair of the Board shall be a member of the Committee for so long as they remain chair of the Board.

4. CESSATION OF COMMITTEE MEMBERSHIP

- 4.1 Any Committee member may resign from office at any time by giving notice in writing to the Committee Chair (or, in the case of the Committee Chair, to the Board Chair).
- 4.2 Any person who is a Committee member by virtue of being a member of the Board shall automatically cease to be a committee member upon ceasing to be on the Board for whatever reason, unless the Board resolve otherwise.
- 4.3 Any person who is a Committee member by virtue of being an authorised representative of a member shall automatically cease to hold office upon the member of which they are an authorised representative ceasing to be a Member of CoDH within the meaning of the Articles or upon them ceasing to be the authorised representative of that member, unless the Board resolve otherwise.
- 4.4 Any person who is otherwise a Committee member may be removed by resolution of the Committee.

- 4.5 If at any time the Board is satisfied that a Committee member is unfit or unable to discharge the functions of a Committee member or has been absent from 3 consecutive Committee meetings without the permission of the Chair of the Committee, the Board may remove the Committee member by notice in writing.
- 4.6 In the event of the resignation or removal of a Committee member the Board, working with the Committee, shall take steps to promptly (as determined in the circumstance) replace them with another individual from the same category of Committee membership (see 3.1 above).

5. COMMITTEE MEETINGS

- 5.1 The quorum shall be 3 Committee members (which, for the avoidance of doubt, does not include any other person in attendance at the meeting). Members may attend in person or through electronic means.
- 5.2 Unless a quorum is present (in person or electronically) no proposal shall be voted on, except a proposal to call another meeting.
- 5.3 Every decision of the Committee shall be decided by a majority of votes. In the case of equality of votes, the chair of the Committee shall have a casting vote.
- 5.4 Any Committee member may request that an item be included on the agenda of a Committee meeting, but the final agenda shall be agreed by the Chair of the Committee.
- 5.5 The Committee may invite any person to attend a Committee meeting at its discretion, whether on an ad-hoc or regular basis. Such individuals are not entitled to vote.
- 5.6 Any Board code of conduct in place from time to time shall apply equally to Committee members and Committee meetings as it does to the Board and Board meetings.
- 5.7 Meetings are held twice per year or more frequently if required to conduct the Committee's business and generally upon seven days' notice unless the circumstances require a meeting to be held on shorter notice.
- 5.8 A decision of the Committee members may be made in writing, provided that a majority of the Committee members signify their agreement to the decision either by signing a copy of it or by such other method as may be stipulated by the Chair at the time of circulation. A resolution in writing shall only be passed where, were it presented for approval at a meeting, it would be passed in the manner outlined in paragraph 5.3.
- 5.9 The provisions of the Articles regarding conflicts of interest (Article 7) shall apply to this Committee as if all references to a trustee shall be read as a reference to a member of the Committee.

6. REPORTING TO THE BOARD

- 6.1 Minutes of the Committee meetings shall be made available to the Board in draft form following the Committee meeting and formally following approval by the following Committee meeting.
- 6.2 The activity of the Committee shall be reported to the Board by:

- 6.2.1 the presentation of the Committee's minutes to the Board in line with paragraph 6.1;
- 6.2.2 the presentation of summarised reports, either in writing or orally by a Committee member who is a Board member, on the key decisions taken by the Committee and advice and recommendations made to the Board;
- 6.2.3 the presentation of any other further reports or matters on a 'by exception' basis.

7. VARIATION

- 7.1 These terms of reference may be amended or replaced by CoDH.

Date adopted/last reviewed:

Reviewed by the Committee 4 November 2025

Agreed by the Trustee Board 11 December 2025

Version: 3