AIREDALE NHS FOUNDATION TRUST

APPOINTMENTS AND REMUNERATION COMMITTEE
TERMS OF REFERENCE

1. CONSTITUTION

1.1 The Appointments and Remuneration Committee ('ARC') is a sub-committee of the Council of Governors.

1.2 ARC is responsible for advising and / or making recommendations to the Council of Governors relating to:

i) the evaluation of the performance of the Chair and Non-Executive Directors.

ii) the remuneration, allowances and other terms and conditions of the Chair and Non-Executive Directors; and

iii) determining and directing the process for recruitment, re-appointment or removal of the office of Chair and other Non-Executive Directors.

2. MEMBERSHIP

2.1 The Committee will be chaired by the Chair of the Trust. If the Chair is absent the Non-Executive Directors present at the meeting shall select a Non-Executive Director to act as Chair for that meeting.

2.2 The Committee will comprise the Chair of the Trust, the Senior Independent Director, one other Non-Executive Director, two Public Council Governors, one Appointed Council Governor, one Staff Council Governor and the Lead Governor.

2.3 In the event that the stakeholder governor seat and/or staff governor seat is not filled from that constituency, all other governors from any constituency may be invited to fill the vacant seat. The method of nomination and appointment shall follow the procedure set out in paragraph 2.4. The period of office will be temporary for these appointments and will be until such time as a governor from a constituency not represented puts forward an expression of interest to that constituency (or, where there is more than one expression of interest, until a candidate is appointed following the process set out in paragraph 2.4) or, to the point at which the annual review of the Terms of Reference takes place.

2.4 The term of office for Governor members (except Lead Governor) of the Committee shall be (3) three years. At the expiry of the Governor term of office, the Committee shall invite expressions of interest from the governor category they represent. If more than one expression of interest is received an election will be held in which all Governors will be entitled to vote. In such circumstances, those Governors may be invited to circulate a short supporting statement. In the event of a tie the Chair and Lead Governor will decide the Governor member. A Governor may be re-appointed to the Committee.

2.5 In discharging its responsibilities the Chief Executive of the Trust may be invited to attend the meeting of the Committee.

2.6 For the appointment of the Chair to the Trust, the Committee will usually seek the services of an Independent Assessor(s). The Independent Assessor will not be a member or have a vote on the Committee.

2.7 For all appointments and matters relating to remuneration, the Committee will seek advice from the professional people and organisational development services of the Trust and/or external professional support.

3. FREQUENCY

3.1 The Committee will meet a minimum of once a year; additionally, if required for the Chair / Non-Executive Director appointment or to enable ARC to fulfil its annual work programme.

4. QUORUM

4.1 The quorum will be at least four members, the majority of whom must be Governors and at least one must be a Non-Executive Director.

5. AUTHORITY

5.1 The Committee is authorised by the Council of Governors to carry out any activity within its Terms of Reference.

6. REPORTING MECHANISM

6.1 Minutes of each Committee will be formally recorded and a briefing summarising the activities of the Committee submitted to the Council of Governors. The Committee reserves the right not to publish minutes recording discussions held in private. This might include information of a sensitive or personal nature, for example discussions relating to appraisals.

6.2 The Chair should draw to the attention of the Council of Governors any matters relevant to the Committees' duties.

6.3 The Committee will prepare an annual report on the work of the Committee for publication in the Trust's Annual Report and Accounts.

7. DUTIES AND RESPONSIBILITIES

7.1 The Committee will:

i) on a regular and systematic basis (not less than annually) monitor the performance of the Chair and other Non-Executive Directors and make reports thereon to the Council of Governors when requested to do so, or when in the opinion of the Committee the results of such monitoring ought properly to be brought to the attention of the Council of Governors;

ii) taking into account section 7.1i), consider and make recommendations to the Council of Governors as to the remuneration and allowances and terms and conditions of the office of the Chair and Non-Executive Directors;

iii) consider Non-Executive Director's succession planning having regard to the non-executive re-appointment process every three years;

iv) determine the processes for the selection of candidates for office as Chair or other Non-Executive Directors of the Trust having first consulted with the Board of Directors as to these matters and having regard to such views as may be expressed by the Board of Directors.

This process will include:

- preparing a description of the role, responsibilities and person specification
- determining the arrangement for attracting applicants
- conducting a selection process and other assessment arrangements
- making a recommendation to the Council of Governors

v) engage with the Trust's People and OD services to seek candidates for office and to advise on the recruitment selection process up to making a recommendation to the Council of Governors. In doing so, the Committee shall be at liberty to seek open and fair advice and assistance from persons other than members of the Committee or of the Council of Governors such as external organisations recognised as experts in recruitment

vi) make recommendations to the Council of Governors of the preferred candidate for appointment as Chair or other Non-Executive Director, as the case may be

A schematic of the Committees working showing core functions is attached as Appendix A.

8. REVIEW

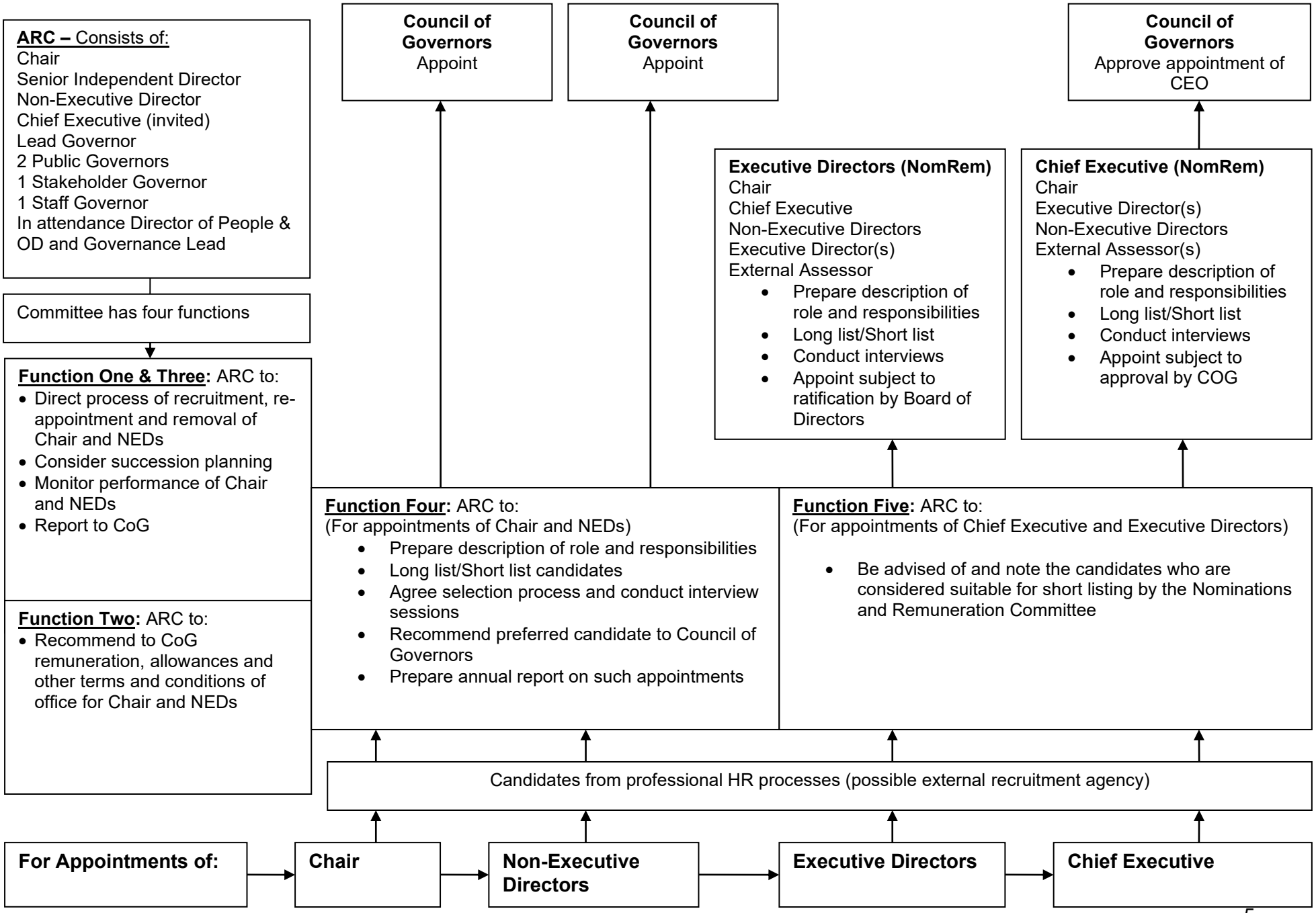
8.1 The Terms of Reference will be reviewed on an annual basis or at the request of the Council of Governors or by the ARC making recommendations to the Council of Governors as appropriate.

8.2 An annual review of the committee's effectiveness will be undertaken and the findings reported to the ARC.

9. NHS CONSTITUTION

The Committee will embody the principles of the NHS Constitution in all it does.

Approved February 2026

APPOINTMENTS AND RENUMERATION COMMITTEE (ARC) Appendix A

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