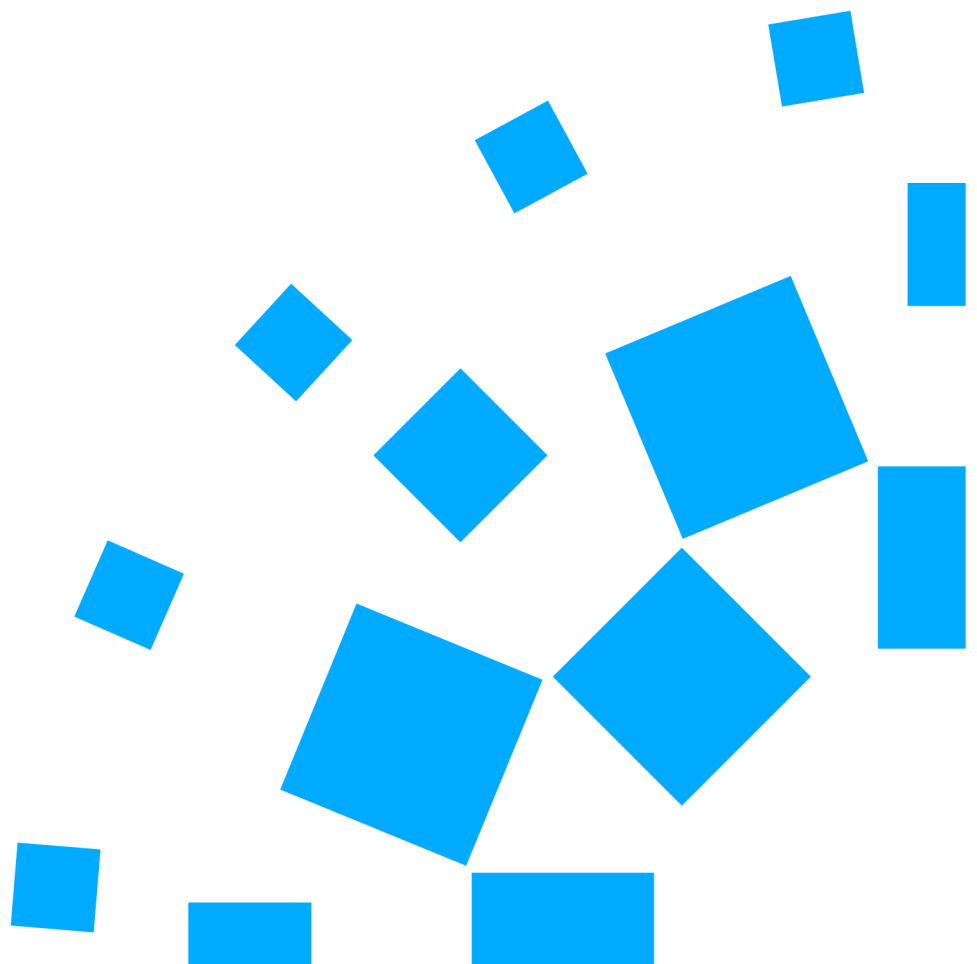


# People (Nominations and Remuneration) Committee

## Terms of reference

Version number 2.1

April 2023



# Contents

<b>1. Purpose</b> .....	<b>3</b>
<b>2. Role/scope/responsibilities</b> .....	<b>4</b>
Nominations .....	4
Remuneration .....	5
Executive oversight and strategy .....	6
<b>3. Membership</b> .....	<b>6</b>
<b>4. Quorum</b> .....	<b>7</b>
<b>5. Decision-making arrangements</b> .....	<b>7</b>
<b>6. Governance</b> .....	<b>8</b>
<b>7. Minutes of meetings</b> .....	<b>8</b>
<b>8. Reporting responsibilities</b> .....	<b>9</b>
<b>9. Other matters</b> .....	<b>9</b>
<b>10. Authority</b> .....	<b>9</b>

# 1. Purpose

1.1. The College of Policing (the College) is an independent professional body for policing in England and Wales. Our purposes are to promote policing excellence and to support everyone in policing to reduce crime and keep people safe. We do this through three principal activities:

- sharing knowledge and good practice
- setting operational standards
- supporting professional development

1.2. The College is a company limited by guarantee whose sole member is the Secretary of State for the Home Department. The College is also an arm's-length body of the Home Office.

1.3. The Nominations and Remuneration Committee (NRC) is responsible for overseeing the College's succession, nomination and remuneration functions, in line with legal and regulatory requirements. The Committee supports the Board of the College (the Board) in discharging its responsibilities for:

- the composition and effectiveness of the Board and its Committees
- the remuneration of the College chair, chief executive officer and other executive directors
- the principles and policy relating to remuneration of all College staff whatever their employment status (for example employees, secondees, associates)
- oversight of strategic people issues

1.4. NRC will act with proper regard to the requirements related to the College's dual status and in accordance with both government frameworks and company law.

These terms of reference have been developed with particular regard to the Government Functional Standard GovS 001: Government functions, the Cabinet Office Arm's Length Body Boards: 'Guidance on Reviews and Appraisals', the Financial Reporting Council UK Corporate Governance

Code and best practice guidance from the Chartered Governance Institute UK & Ireland.

## 2. Role/scope/responsibilities

The committee will:

### Nominations

- 2.1. annually review the structure, size and composition (including the skills, knowledge and diversity) of the Board and make recommendations to the Board with regard to any changes
- 2.2. be responsible for the collective and individual appraisal of the College Board and its members annually, reviewing effectiveness and training needs
- 2.3. ensure adequate succession planning for the College Board, its committees, subsidiaries and executives, taking into account the challenges and opportunities facing the company, and the skills and expertise needed on the Board in the future
- 2.4. keep under review the leadership needs of the organisation, both executive and non-executive, with a view to ensuring the continued ability of the organisation to compete effectively in the marketplace
- 2.5. keep up to date and fully informed about strategic issues and commercial changes affecting the company and the market in which it operates
- 2.6. oversee the process for identifying and assessing candidates to fill Board vacancies as and when they arise, in accordance with the Governance Code on Public Appointments, and making recommendations to the Board for appointment
- 2.7. when selecting a Chair of the College Board or a committee, the outgoing Chair will usually not take part in the recruitment exercise, but may be called on for their advice in formulating the job description and person specification
- 2.8. ensure that all directors disclose any other business interests that may result in a conflict of interest and be required to report any future business interests that could result in a conflict of interest

- 2.9. ensure that on appointment to the Board, all non-executive directors receive a formal letter of appointment setting out clearly what is expected of them in terms of time commitment, committee service and involvement outside Board meetings
- 2.10. agree with the Chair arrangements for the Board and its committees to review annually its performance and effectiveness
- 2.11. review the results of the Board Effectiveness Review that relate to the composition of the Board
- 2.12. review annually the time required from non-executive directors
- 2.13. make recommendations to the Board concerning the membership of committees
- 2.14. approve the process for making any recommendations that the College wishes to put forward for inclusion in the Honours Lists and approve any submissions

## Remuneration

- 2.15. work with the executive to determine a policy to govern the remuneration of the Chair, non-executive directors and CEO, and the level and structure of remuneration for executive directors including pension rights and any compensation payments. The Board will determine the remuneration of the non-executive directors. No director or senior manager will be involved in any decisions as to their own remuneration
- 2.16. in determining such policy, take into account all factors which it deems necessary including relevant legal and regulatory requirements, the provisions and recommendations of the UK Corporate Governance Code and associated guidance. The objective of such policy will be to attract, retain and motivate executive management of the quality required to run the company successfully. The remuneration policy should have regard to the risk appetite of the company and align with the company's long-term strategic goals
- 2.17. review the ongoing appropriateness of the remuneration policy

- 2.18. ensure that contractual terms on termination, and any payments made, are fair to the individual, and the company, that failure is not rewarded, that the duty to mitigate loss is fully recognised and that any potential reputational risk has been recognised and adequately managed
- 2.19. oversee any major changes in employee benefits structures in the company
- 2.20. work and liaise as necessary with all other Board committees

## Executive oversight and strategy

The committee will:

- 2.21. develop a system for, and oversee the appraisal of, the Chief Executive
- 2.22. provide a long-term strategic perspective on People and Organisational Development (P&OD) related issues and consider any significant changes to P&OD policy, and employee benefits structure for recommendation to the Board
- 2.23. undertake an annual evaluation of the progress of the College's People Strategy and provide a report to the Finance & Performance Committee
- 2.24. receive appropriate management information to enable scrutiny of policy effectiveness in all areas including diversity, equality and inclusion (DEI) and the gender pay gap
- 2.25. assess strategic P&OD risks and provide input to the Audit and Risk Committee

## 3. Membership

- 3.1. The committee will comprise at least three members. The chair of the committee will be an independent non-executive director.
- 3.2. The chair of the committee will be appointed by the Board and members of the committee will be recommended by the committee chair and appointed by the Board.

- 3.3. Members of the committee will normally serve on the committee for the duration of their Board-appointed term, unless the Board decides otherwise or they elect to step down.
- 3.4. The Chair of the Board may be a member of the committee but may not chair the committee.
- 3.5. The committee may decide to co-opt an independent member who is not a member of the College Board to bring specific knowledge, expertise and challenge to the committee. A co-opted member would count towards the quorum for the committee and would participate in any vote that the committee may take to reach a decision.
- 3.6. Only members of the committee have the right to attend meetings. However, other individuals such as the chief executive, director responsible for human resources and external advisers may be invited to attend for all or part of any meeting as and when appropriate and necessary.
- 3.7. The Head of Corporate Governance or their nominee will act as the secretary of the committee and will ensure that the committee receives information and papers in a timely manner to enable full and proper consideration to be given to the issues.
- 3.8. Committee members will at all times abide by the Code of Conduct for Board Members of Public Bodies 2019 and the College Code of Ethics.

## 4. Quorum

- 4.1. Quorum for the committee will be the committee chair, or their nominee, and one other committee member.

## 5. Decision-making arrangements

- 5.1. Decisions taken by the committee will normally be reached by consensus. Where a consensus of opinion does not exist, a vote will be taken, and the matter decided by simple majority of those voting members present.
- 5.2. Where a decision is required outside the normal meeting cycle for reasons of urgency and it is not possible to convene a meeting in person or a meeting

by Teams at short notice, the Head of Corporate Governance will facilitate Decision Under Urgency Procedures. The outcome will be reported to, and included in the minutes of, the next scheduled meeting.

## 6. Governance

- 6.1. The committee will meet at least three times a year and otherwise as required.
- 6.2. The Director of Enabling Services will be the Lead Officer.
- 6.3. Meetings will be called by the secretary of the committee at the request of the committee chair.
- 6.4. Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed, will be forwarded to each member of the committee, and any other person required to attend, no later than five working days before the date of the meeting. Supporting papers will be sent to committee members and to other attendees, as appropriate, at the same time.
- 6.5. The Committee will arrange for periodic reviews of its own performance and, at least annually, review its constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary for Board approval.
- 6.6. Committee members will at all times abide by the Code of Conduct for Board Members of Public Bodies 2019 and the College's Code of Ethics.

## 7. Minutes of meetings

- 7.1. The secretary will minute the proceedings and resolutions of all committee meetings, including the names of those present and in attendance.
- 7.2. Draft minutes of committee meetings will be circulated promptly to all members of the committee. Once approved, minutes should be circulated to all other members of the Board unless in the opinion of the committee chairman it would be inappropriate to do so.



## 8. Reporting responsibilities

The committee will:

- 8.1. report to the Board on its proceedings after each meeting on all matters within its duties and obligations
- 8.2. make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed
- 8.3. produce a report to be included in the company's annual report about its activities during the year

## 9. Other matters

The committee will:

- 9.1. have access to sufficient resources to carry out its duties, including access to the company secretariat or assistance if required
- 9.2. be provided with appropriate and timely training, both in the form of an induction programme for new members and on an ongoing basis for all members

## 10. Authority

The NRC is authorised to:

- 10.1. seek any information it requires from any officer to perform its duties; and
- 10.2. obtain at the College's expense independent legal or professional advice on any matter it believes it is necessary to do so

---

## About the College

We're the professional body for the police service in England and Wales.

Working together with everyone in policing, we share the skills and knowledge officers and staff need to prevent crime and keep people safe.

We set the standards in policing to build and preserve public trust and we help those in policing develop the expertise needed to meet the demands of today and prepare for the challenges of the future.

[college.police.uk](https://college.police.uk)