



College of
Policing

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Nominations and Remuneration Committee Terms of Reference

December 2015

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1 Purpose

- 1.1 The purpose of the College of Policing is to provide those working in policing with the skills and knowledge to protect the public, reduce crime and reach their full potential. It will raise professional standards in policing by using the policing knowledge base, its legal powers, its influence and connection with its members and its ability to set educational requirements, test new ideas and innovate.

The College of Policing has three complementary functions:

- knowledge – developing the research and infrastructure for growing evidence of ‘what works’
 - education – supporting the development of individual members of the profession
 - standards – supporting the development of forces, using the best available evidence of ‘what works’.
- 1.2 The combined Nominations and Remuneration Committee (NRC) supports the Board of the College of Policing (the Board) in discharging its responsibilities for:
- the composition and effectiveness of the Board and its Committee
 - the remuneration of the College chair, chief executive officer (CEO) and other executive directors
 - the principles and policy relating to remuneration of all College staff, whatever their employment status (eg, employees, secondees, associates).
- 1.3 The NRC will act with proper regard to the requirements related to the College’s current dual status. The College is a company limited by guarantee, owned by the Home Secretary, and an Arms’ Length Body of the Home Office. It is, therefore, bound by both government frameworks and company law.

- 1.4 These terms of reference have been developed with particular regard to the UK Corporate Governance Code and good practice, including the Chartered Institute of Public Finance and Accountancy/International Federation of Accountants 2014 International Framework – Good Governance in the Public Sector. The areas most relevant for the NRC are:
- behaving with integrity, demonstrating commitment to ethical values and respecting the rule of law
 - ensuring openness and comprehensive stakeholder engagement
 - developing the College’s capacity, including the capability of its leaders and its staff.

2 Role and scope

2.1 Nominations

2.1.1 The NRC will:

- review the effectiveness of the Board annually and commission an external review every three years
- evaluate the skills, experience and knowledge of the current Board when seeking new directors in order to attract individuals who will bring what is needed to enhance effectiveness
- oversee the recruitment of high quality candidates for the Board and its committees, working with the Office of the Commissioner of Public Appointments or acting in line with its principles
- advertise opportunities openly and effectively, seeking diversity of gender, race, background and under-represented groups to gain diversity of thought and approach on the Board and its committees
- support Board induction, development and appraisal processes
- keep up to date with strategic and commercial challenges that may have an impact on the College
- annually review the time commitment required from non-executive directors and ensure that this is included in letters of appointment
- satisfy itself that effective succession planning is in place for executive directors and other senior members of the executive to ensure the College has the right skills and experience to meet its challenges and opportunities.

2.1.2 The NRC will make recommendations to the Board about:

- the effectiveness of the Board and its committees
- plans for the succession of executive and non-executive directors, including the CEO and chair
- membership of the Board committees (see annex B for current governance structures)
- appointments and reappointments of non-executive directors
- any issue relating to the continuation in office of any non-executive director.

2.1.3 Following the Board's consideration of the NRC's recommendations, the Board will, when necessary, seek the formal approval to appoint from the Home Secretary. This will usually apply to Board directors only.

2.2 Remuneration

2.2.1 The NRC will:

- work with the executive to determine a policy to govern the remuneration of the Chair, the CEO and others as designated, including non-executive directors
- agree the overall principles of pay across the College
- recommend and monitor the level and structure of remuneration of senior management (senior leaders and above) and review the remuneration policy regularly
- take in to account all relevant legal and regulatory requirements, including the UK Code of Corporate Governance and associated guidance

- aim to ensure that the executive has appropriate incentives and rewards for personal contributions to the success of the College, to encourage enhanced performance, including approving the performance-related pay schemes and the overall annual amount
- have regard to remuneration trends and policies in similar organisations
- ensure that contractual terms and any payment on termination are fair to the individual and the College, that failure is not rewarded and the duty to mitigate loss is recognised
- agree any changes in employee benefits
- agree the approach to voluntary exit or redundancy schemes.

2.2.2 The NRC will make recommendations to the Board about

- the College's remuneration policy and principles of pay across the College, including for non-executive directors
- the level and structure of the remuneration of senior managers in the College
- any changes to employee benefits
- the approach to voluntary exit or redundancy schemes.

3 Governance and membership

3.1 Behaviour and responsibilities

- 3.1.1 NRC members will operate corporately and in line with the College's Code of Ethics (including the Standards in Public Life), values and the Board code of practice.
- 3.1.2 The NRC Chair will report to the Board formally after each meeting on all matters it considered and will make recommendations to the Board as needed.
- 3.1.3 The NRC will make a contribution to the annual report, summarising its work during the year.

3.2 Appointments to the NRC

- 3.2.1 The NRC will comprise up to four non-executive Board members. Prospective new members will submit expressions of interest that will be assessed by the current members and the Chair of the Board. The Chair of the NRC will recommend appointments. In line with good practice, the College will aim for at least 50% of the NRC membership being independent non-executive directors and will report the composition in its annual report and accounts.
- 3.2.2 Appointments will be for a period of three years, extendable by no more than two additional two-year periods.

3.3 Quoracy

- 3.3.1 The NRC quorum comprises:
 - the NRC chair (or another NRC member, in their absence)
 - one other non-executive director NRC member.

3.4 Attendees

- 3.4.1 Only NRC members have the right to attend meetings. Others may be invited, including the CEO, head of HR and other members of the executive.

4 Meetings and papers

4.1 Logistics

- 4.1.1 The NRC will meet at least three times a year. Additional exceptional meetings may be arranged to address urgent matters at the discretion of the Chair or at the request of the Board.
- 4.1.2 The NRC will meet towards the end of the business year to consider replacing directors or extending positions and agree its contribution to the annual report.
- 4.1.3 The Company Secretary will act as secretary to the NRC and facilitate the NRC's contact with College staff, particularly those most involved in the company's governance. This includes the Chair, the CEO, the Director of Corporate Services, the head of Finance and the head of HR.
- 4.1.4 These terms of reference and the minutes of the NRC meetings, once agreed, will be published on the College website.

4.2 Information requirements

- 4.2.1 The requirements for each meeting will be agreed with the NRC Chair. Standing items will include NRC members' business interests.
- 4.2.2 The Company Secretary will circulate papers five working days before each meeting.
- 4.2.3 The will record and track actions between meetings.

5 Review

- 5.1 The NRC will review annually its terms of reference and its own effectiveness and recommend any changes to the Board.
- 5.2 The Chair of the Board will assess the performance of the Chair of the NRC at least annually.

About the College

We're the professional body for everyone who works for the police service in England and Wales. Our purpose is to provide those working in policing with the skills and knowledge necessary to prevent crime, protect the public and secure public trust.

college.police.uk

