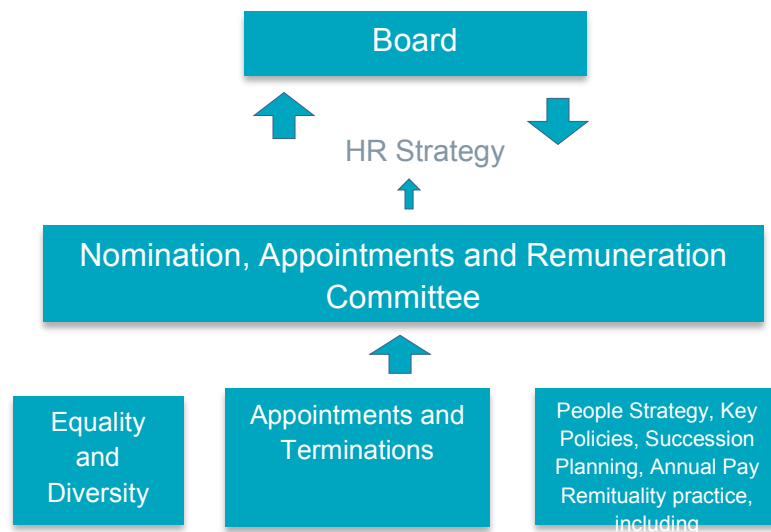


Terms of Reference	CITB NOMINATION, APPOINTMENTS AND REMUNERATION COMMITTEE		
Section I: Committee Identification			
Lead staff member	Jennifer King, People Director	Executive Director	Adrian Beckingham, Corporate Performance Director
Chair:	1. Peter Lauener (CITB Chairman)		
Members: (name, organisation, position)	2. Diana Garnham (Board Trustee) 3. Vacancy	<ul style="list-style-type: none"> + Department for Education representative (by invitation) + Corporate Governance + By invitation: the Chair may in consultation with the lead staff member, invite any other person to attend any individual meeting of the Committee as guests. 	
Start date	February 2020	Performance review date	October 2021
Section II: Authority			
<p>This Committee is established by the Board pursuant to Section [2] of the Industrial Training Act 1982 with delegated authority to exercise the functions and duties described in these Terms of Reference.</p>			
Section III: Purpose and Performance			
A. General Purpose			
<p>1. This Committee is established to support the Board in the delivery of its responsibilities with regard to proposals on remuneration, bonus schemes, performance management, senior appointments/departures and key HR policy and practice across the organisation.</p> <p>2. In making decisions and recommendations the Committee will have regard to all relevant legal and regulatory requirements together with guidance and best practice including the public sector pay strategy.</p> <p>3. Nothing in these Terms of Reference shall detract from the authority or responsibility of the Chief Executive acting as Accounting Officer</p>			

B. Specific Purpose Overview



C. Specific scope and objectives:

1. The purpose of the Committee is to consider, agree and recommend to the Board an overall HR strategy, remuneration policy and culture for CITB that is aligned with its long-term business strategy, business objectives, risk appetite and values.

2. Within this, the Committee has particular engagement with the work of the People Director and will liaise, as required, with the Audit and Risk Committee in relation to risk-adjusted performance measures to confirm that the Remuneration Policy is in line with sound and effective risk management.

3. In particular, the Nomination, Appointments and Remuneration Committee will provide recommendations for approval by the Board on:

- The appointment of the CEO (including salary); recommendation via an interview panel comprising the Chair, two other Trustees and a representative from the Sponsoring Department.
- The appointment of Nation Council Chairs, via an interview panel comprising the Chair of the Board and at least one other Trustee
- The CITB-wide budget for annual salary increases and the bonus pay envelope (if allocated);
- All aspects of remuneration in respect of the CEO and each direct report to the CEO (including performance targets outcomes, and any commitments to be made on their redundancy, retirement, resignation or dismissal).

4. The Nomination, Appointments and Remuneration Committee will have delegated authority to take decisions which will subsequently be reported to the Board on:

- The appointment of members of the Executive team, including the salary envelope.
- The CITB's Total Reward Framework which should be reviewed every three years;
- Strategic HR policies;
- Pension arrangements;
- Succession Planning Process for members of the Executive and Leadership Team, Succession Planning Process for members of Board Committees and Nation Councils.
- The skills mix of Board Trustees.
- The ongoing monitoring of HR KPIs in the context of the CITB strategic plan.

5. The Committee may procure specialist ad-hoc advice at CITB's expense, subject to budgets agreed by the Board.

D. Committee performance

1. The Board is committed to following a performance excellence framework and governance best practice. Accordingly, the Committee will review its own effectiveness annually, including input from members, and the Board will review outcomes with Committee chairs and members and where necessary implement improvements.

Section III: Membership and Committee working

A. Membership Criteria:

Criteria 1: Board Accountability: All members must be non-executive Board members (Trustees). The membership of Board Committees is not transferable and substitutions are not permitted. Attendance is published in the Annual Report and Accounts.

Criteria 2: Membership, independence, objectivity and understanding: The Committee should be independent and objective; in addition, each member should have a good understanding of the objectives and priorities of CITB and of their role as a Committee member. Members will conduct themselves in line with CITB's Code of Conduct for Board and Committee members, including making appropriate disclosure of interests.

Criteria 3: Skills: The Committee should collectively possess an appropriate skills mix to allow it to carry out its overall function. It is advisable that at least one member has HR experience at senior level.

Criteria 4: Effectiveness: Members should continue to develop their skills and knowledge and should be able to work collaboratively. Members will engage in the annual review of the effectiveness of the Committee.

Criteria 5: Tenure: Members have tenure for the duration of their term of office or as otherwise specified in their letter of appointment.

B. Committee working and meeting arrangements

Committee working

1. Any member who fails to attend two consecutive meetings, without the permission of the Chair, may be deemed to have resigned and a replacement will be sought by the Committee.

2. The use of alternates or proxies to attend meetings on behalf of Committee members is prohibited.

3. The Committee may ask any other officials of the organisation to attend to assist it with its discussions on any particular matter.

4. The Committee may ask any or all of those who normally attend but who are not members to withdraw to facilitate open and frank discussion of particular matters. This will be recorded in the minutes.

5. Members may consult, individually and collectively, with the Chair on any matters of a confidential nature.

Meeting arrangements

6. The Committee will meet three times per year. Additional meetings may be convened by the Chair when deemed necessary.
7. The Board may ask the Committee to convene further meetings to discuss particular issues on which it wants to have the Committee's advice.
8. Members may, on occasions with the permission of the Chair, participate in a meeting by means of a conference telephone, video conferencing facility or other similar communicating equipment.
9. The Board Secretary shall provide advice, guidance and administration services to the Committee.
10. Unless otherwise agreed, notice of each meeting will be issued by the Board Secretary to each member of the committee, and any other person required to attend, no later than seven working days before the date of the meeting. Each notice will confirm the venue, time and date of the meeting and include the agenda of items to be discussed, together with supporting papers and notes of the previous meeting.
11. The meeting agenda will be produced collaboratively with the Chair, lead staff member and the Board Secretary or his/her deputy 5-6 weeks before each meeting.
12. Supporting papers and minutes shall be sent digitally to committee members and to any other attendees.

Section IV: Rules of Engagement and Code of Conduct

A. Decision-Making Methodologies:

1. In line with the remit of the Committee, decisions will normally be arrived at by a consensus of those members present and in accordance with the authorities laid down by the Board.

B. Reporting and Accountability:

Chair

1. The Chair shall preside at all meetings of the Committee at which he/she shall be present, but if at any meeting the Chair be not present within ten minutes of the time appointed for holding the meeting, another Board Trustee will Chair the meeting.

Quorum

2. Meetings will be quorate when two Trustee members shall be present.
3. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

Communication and reporting

4. Terms of reference should be publicly available and the schedule of its agreed delegations from the Board should be documented in the Board's Standing Orders.
5. Minutes of Committee meetings will be made available to the Board. The Chair may choose to present an oral summary of key discussions, decisions and outcomes to appropriate Board meetings.
6. The Committee is accountable to the Board.

C. Declarations and conflict of interest:

1. Committee members are required to make an annual declaration of interests in accordance with the CITB Code of Practice for Board and Committee Members.
2. During the course of a meeting, if a conflict of interest arises in relation to matters under consideration, the member concerned must withdraw from the meeting, or part thereof, as appropriate. This will be recorded in the minutes.

D. Code of Conduct

1. Committee members and others in attendance at Committee meetings shall be bound by CITB policies relating to information designated as confidential, subject only to the organisation's compliance with statutory obligations.
2. The Chair shall be responsible for ensuring that the business of a meeting is conducted in a courteous and professional manner and shall, taking the advice of the Board Secretary, have the right to adjourn a meeting or temporarily exclude any individual or individuals whose conduct falls below acceptable standards.

E. Evaluation

1. The Committee's terms of reference will be reviewed annually to reflect best practices, or as required by CITB or DfE.

Section V: Good Governance

1. **Agenda:** Unless otherwise agreed, notice of each meeting with an agenda of items to be discussed, shall be forwarded to each member of the committee, and any other person required to attend no later than seven working days before the date of the meeting.
2. **Papers:** Papers will be high level and concise for strategic discussion, in standardised format. Information papers (and any appendices) will be for noting. All papers must be received by the Board Secretary within 10 working days of the meeting date and issued to the Committee seven working days in advance of any meeting.
3. **Minutes:** The Minutes will include concise summaries of discussions, together with clear records of recommendations and actions. The proceedings and decisions of all meetings of the Committee, including recording the names of those in attendance, will be recorded and distributed to Committee members and the Board.
4. **Terms of Reference:** The Committee's Terms of Reference are reviewed annually by the Committee and approved by the Board. The Board Secretary will support the Board and Committee in undertaking an annual review of the membership, operation and functioning of the Committee, with particular reference to the extent to which the Committee has discharged its roles and responsibilities and has the right skills set to work effectively and collaboratively. Where appropriate the review should make recommendations for improvements. A copy of the review report will be provided to the Board and Committee.

ToR approved by Board	Yes – February 2020	Copy sent to Board Secretary	Yes – February 2020
<p>1. Date for review of TOR /outcomes evaluation within 12 months of inception (as appropriate to remit)</p> <p>2. Board decision on renewal/revision of ToR</p>		<p>October 2020</p> <p>February 2021</p>	

