**Women in Prison**

Nominations, Remuneration and Culture Sub Committee

**Terms of Reference – for consultation with HR Committee and then approval by the Board**

**Sub Committee Name:**  Nominations, Remuneration and Culture

**Membership:**

A minimum of 3 board members will form the subcommittee. Appointment of sub

committee members will be approved by the Board. Membership will include the

designated trustee for safeguarding; the designated trustee for EDI and a co-chair of

the Board.

There may be up to 4 co-opted members onto the sub committee who are not board members. The sub committee will propose co-opted members, who will be approved by the Board.

Appointments will be for an initial 3 years, and a subsequent 3 years may be agreed to on approval by the Board.

The maximum number of sub committee members will be 8 at any one time.

**Chairing:**

The sub committee must be chaired by a board member

**Executive attendance:**

The meetings will be attended by the Chief Executive, Director of Finance and Resources and PA and Board Secretary regularly. Ad hoc attendance may be required from the HR Manager, Safeguarding lead and/or other members of staff depending on the agenda item under discussion.

**Frequency of meetings:**

The sub committee will meet on a quarterly basis unless an ad hoc meeting is called by the Chair.

**Quorum:**

There must be a minimum of 2 board members present at the sub committee meeting for motions to be carried

**Minutes:**

Meetings will be minuted by the PA and Board Secretary

**Reporting to Board:**

The subcommittee will report to the Board on a quarterly basis. Minutes of each Committee meeting will be shared to the board at least 4 weeks after the meeting has taken place unless there are privacy and confidentiality reasons that preventdisclosure beyond the members of the Committee. At each full board meeting Chairof the Committee shall report to the Board on matters within its duties andresponsibilities.

**Purpose:**

The sub committee exists to:

* Nominate board members to the Board and members to sub committees for approval by the Board
* Approve remuneration changes and policy as proposed by the executive including, but not limited to, annual increases and payscales
* Recommend the salary of the chief executive for approval by the Board
* Recommend professional development and growth of the Senior Leadership Team ensuring they are compatible with the budget and planning of the organisation
* Discuss board development needs, agree development activities for the board and ensure their effectiveness (this includes training, mentoring etc.)
* Support the executive with advice and guidance on matters related to organisational culture (including EDI, safeguarding and values)
* Will take advice from the chief executive and other senior leadership team members as appropriate to the sub committee to discharge its responsibilities
* Will annually review and agree HR policies (including staff handbook; remuneration policy; health and safety policy; code of conduct)
* Support the board to hold the executive and organisation to account for improvements in the culture of the organisation, including EDI, safeguarding, and the organisation’s values
* Support the board to demonstrate its commitment to EDI through its ways of working

**Governance and Resources:**

The Committee shall conduct an annual self-assessment of its activities under these Terms of Reference and report any conclusions and recommendations to the Board and, as part of this assessment, shall consider whether it receives adequate and appropriate support in fulfilment of its role and if its annual plan of work is manageable.

The Committee shall in its decision making, give due regard to any relevant legal or regulatory requirements, and associated best practice guidance, as well as to the risk and reputation implications of its decisions.

The Committee shall have access to sufficient resources to undertake duties and have the power to engage independent counsel and other professional advisers and to invite them to attend meetings.