

SHREWSBURY SCHOOL

Nominations and Remuneration Committee

Constitution and Terms of Reference

Constitution

The Nominations and Remuneration Committee (N&R) shall be appointed by and report to the Governing Body and shall comprise at least five members of the Governing Body. Three members shall form a quorum. The Committee will normally be chaired by the Chairman of the Governing Body. The Headmaster and Bursar will normally attend Committee meetings.

Depending on the nature of the appointment to be made, the N&R may co-opt additional members to the Committee to cover that particular appointment in order to provide additional specialist expertise. Members of the Common Room may be invited to attend meetings of this Committee where appropriate. The Committee will meet three times a year.

Minutes will be kept and circulated to the full Governing Body.

Appointment and re-appointment to the Governing Body shall be made in accordance with the guidelines set out in the attached Appendix A.

Terms of Reference

1. To make recommendations to the Governing Body covering the following appointments and re-appointments:

Deputy Chairman (if appropriate)
New Governors
Re-appointment of existing Governors on rotation.

2. To carry out informal individual performance appraisals when re-appointments to the Governing Body or to Committees of the Governing Body are about to be made.
3. To conduct individual performance appraisals with all Governors once every three years, to coincide with the 3-yearly review of governance by the Audit Committee, the outcomes of which to be discussed at the following meeting of the full Governing Body. These reviews would normally be conducted by the Chairman of the Governing Body (though he/she may delegate this responsibility to the Deputy Chairman or Chair of Audit if necessary).
4. Following discussion with Committee Chairmen as appropriate, to recommend to the Governing Body for their approval the composition of the following Committees:

Audit
Education & Safeguarding
Finance and General Purposes
International Development
Investment

Nominations and Remuneration
Prep School Committee

5. To agree with the Headmaster the structure of, and all appointments to, the Leadership Team of the School.
6. To agree with the Headmaster annually his proposals for changes to remuneration and terms and conditions of employment for senior staff; and, as and when required, for any proposed new senior appointments.
7. To review each summer term the Headmaster's proposals for teaching staff moving up to a new salary scale (e.g. scale point A6 to scale point B1) and to approve any appointments to the E scale, or movements within the E scale, or any accelerated movement through the scale points.
8. To agree with the Headmaster any proposals to make changes to policy on staff terms and conditions of employment, e.g. the housing policy, dispensation policy, pension policy etc, and education of staff children.
9. To receive annually from the Headmaster a progress report on the annual appraisal programme for all staff – teaching and non-teaching.
10. To be notified by the Headmaster with regard to changes/promotions at other levels, e.g. Housemaster, Head of Faculty and other senior appointments.

Tim Haynes
March 2023

SHREWSBURY SCHOOL

Guidelines for the appointment and re-appointment of Governors

1. Chairman

- a) To be appointed from amongst existing Governors unless otherwise agreed.
- b) Appointment for up to two terms of three years with re-appointment to be the subject of performance reviews by the Governing Body six months before the commencement of a new term.
- c) Whether previous service as a governor is counted in determining the tenure is subject to N&R approval.
- d) The process for appointing a new Chairman of the Governing Body will involve the full Governing Body. It will normally be led by the outgoing Chairman.
- e) The process for re-appointing the existing Chairman will also involve the full Governing Body and will be led by the Deputy Chairman, unless he is an interested party, failing which it will be led by a Governor who is not an interested party appointed jointly by the Chairman and the Deputy Chairman.

2. Process for appointing a new chairman

- a) The Chairman will invite Governors to let him know if they would like to be considered as Chairman of Governors themselves, or to nominate an existing member of the Governing Body or some other person as Chairman of Governors.
- b) On receipt of responses from all governors, the Chairman will submit the names of persons nominated to the Nominations and Remuneration (N&R) Committee.
- c) The N&R Committee will consider the names of those nominated and decide which should be considered as appropriate candidates.

Factors that the N&R Committee will take into account in assessing appropriateness will include:

- i. The candidate's personal attributes and their suitability for the post – e.g. patience, diplomacy, authority;
- ii. The willingness of the candidate to serve and to make the necessary time commitment to this role;
- iii. Their length of service and experience as a school governor at Shrewsbury or elsewhere;
- iv. Their contribution to Governing Body meetings and its sub-committees;
- v. Their experience of the workings of the School, its staff and alumni;

- vi. Their ability to work constructively with the Headmaster and his Senior Leadership Team.
- d) In the event that only one appropriate candidate emerges from this process with majority support from members of the Governing Body, the name of that individual will be recommended by the N&R Committee for appointment as Chairman to the full Governing Body
- e) In the event that two or more candidates emerge from this process, a sub-committee of the N&R Committee (consisting of two members assisted by the Headmaster) will interview the candidates and determine their appropriateness for the role.
- f) If this process reduces the field back to one person, the candidate will be introduced to the Governing Body by the N&R Committee to seek majority approval for their appointment.
- g) If two or more candidates emerge from the above process, the N&R Committee will arrange for a vote by the Governing Body with a simple ballot. Votes may be cast by email to the current Chairman of Governors.
- h) If multiple voting rounds are necessary, governors can vote in each round until a majority is achieved for one candidate.
- i) In the event that no appropriate internal candidate is appointed through this process, the N&R Committee will seek an external candidate.

3. **Deputy Chairman**

- a) The appointment of a Deputy Chairman is optional as per STATUTE (IV.2). To be appointed from amongst existing Governors unless otherwise agreed.
- b) Appointment for up to two terms of three years with re-appointment to be the subject of performance reviews by the Nominations & Remuneration Committee six months before the commencement of a new term.
- c) Whether previous service as a governor is counted in determining the tenure is subject to N&R approval.
- d) The Deputy Chairman will be appointed by the Governing Body on the recommendation of the Nominations & Remuneration Committee.

4. **Appointed Members**

- a) The Chairman to maintain relationships with the Appointing Body including consultation on the initial appointment of any new Governor with the Nominations & Remuneration Committee being kept fully informed.
- b) Appointment to be reconfirmed by the Appointing Body after five years on the recommendation of the Governing Body following nomination by the Nominations & Remuneration Committee.
- c) Suggested appointment normally to be two terms of five years each.

5. **Co-opted Members**

- a) Appointment to normally be for up to four terms of three years each subject to performance review six months before the start of each new term by the Nominations & Remuneration Committee and recommendation by that Committee.
- b) The Chairman of the Foundation normally to be invited to join the Governing Body.
- c) Any current Governor may recommend to the Chairman of the Nominations & Remuneration Committee the name of a suitable candidate at any time, the recommendation to carry with it the candidate's cv.

6. **General Guidelines**

- a) Appointments to be made recognising future retirements based on service and age. A schedule to be prepared each year for review by the Governing Body of the normal retirement date of each Governor based on the guidelines set out in 1 to 5 above.
- b) Appointments to the Governing Body to recognise the need for a blend of skills and for diversity. In particular appointments should be aimed to achieve an appropriate balance between males and females, Salopians and non-Salopians, parents, and prospective governors with different career backgrounds (eg business, education etc). Appointments, where possible, to reflect the historic links with those organisations which formerly appointed governors (ie the Universities of Oxford and Cambridge, the Royal Society, the Lord Chief Justice of England and Wales, and the Department for Education).
- c) The Chairman to be charged with discussing the issue of succession planning with all Governors during the three yearly appraisal process. In particular, he should raise the subject of length of tenure of office with Governors who have attained or will attain the age of 70 by the time of the next review. Any proposal agreed by the Chairman and the individual Governor would require approval by the N&R Committee and the full Governing Body.
- d) Clearly a Governor has the right to retire from the Governing Body at any time. In order to facilitate succession planning the longest possible notice of intention to retire would obviously be helpful.
- e) If Governors are unable to attend meetings at which important matters are to be discussed and in particular when appointments or re-appointments are to be made to or by the Governing Body, absentees should give their comments before the meeting to the Chairman or Deputy Chairman as appropriate. Minutes of that meeting will be distributed to all Governors prior to the next meeting.
- f) A Disclosure & Barring Service check will be carried out before the appointment of any new Governor is announced publicly.
- g) All Governors are expected to attend at least one of the four full Governing Body meetings in any 12-month period.

Tim Haynes

November 2022