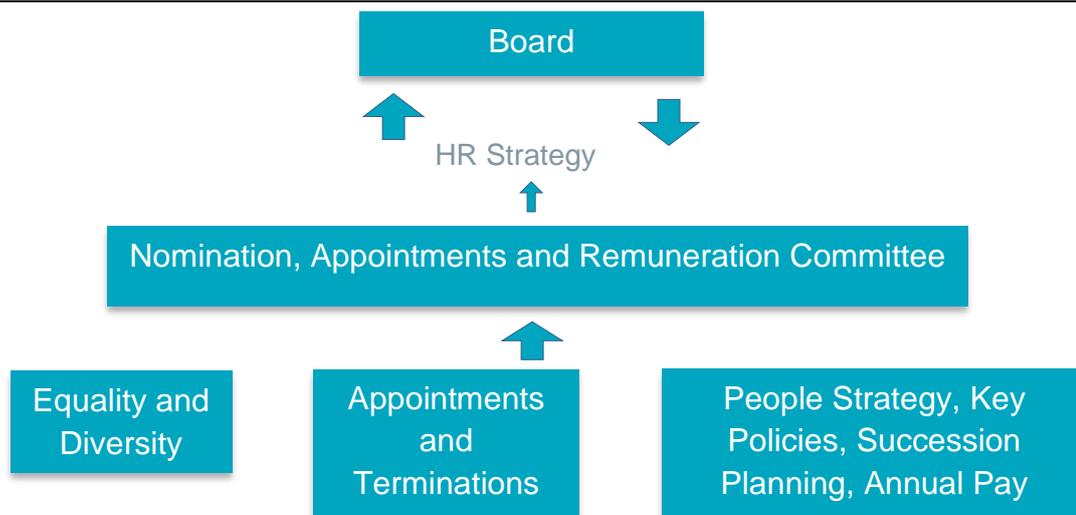


Terms of Reference	CITB NOMINATION, APPOINTMENTS AND REMUNERATION COMMITTEE		
Section I: Committee Identification			
Lead staff member	Jennifer King, People Director	Executive Director	Adrian Beckingham, Corporate Performance Director
Chair:	1. Tony Elliott (Board Trustee)		
Members: (name, organisation, position)	2. Diana Garnham (Board Trustee) 3. Sophie Seddon (Board Trustee)	+ 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	May 2021	Performance review date	March 2022
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 (People) 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);
- An overall People Strategy, to include matters of equality and diversity.

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;
- 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, it will undertake annual evaluation of its own effectiveness (with external facilitation every three years) to learn from experience and share best practice.
2. Adopting a similar approach, the Committee will review its own effectiveness annually, including input from members, and the Board will review outcomes with Committee Chairs and Board Members.

Section IV: Membership and Committee working

A. Composition of Committee, Membership and Appointment

Composition

The Committee shall comprise of a maximum of three Members; all must be Board Trustees.

Recruitment and Appointment of Chair and Members

The CITB Board will select three of its number to sit on the Committee, one of whom will be appointed Committee Chair by the Board.

Board Accountability

The Committee Terms of Reference, delegated authority, Chair and Member recruitment and appointment are matters for the Board. The membership of Board Committees is not transferable, and substitutions are not permitted without the express authority of the Board Chair. Attendance is published in the Annual Report and Accounts.

Membership, Independence, Objectivity and Understanding:

Members of the Committee must prioritise the interests of the Construction Industry, independent of any affiliation to their companies or other associated bodies, being objective in their contributions and decision-making. Members will conduct themselves in line with CITB's Code of Conduct for Board and Committee members, including making appropriate disclosure of interests.

Skills

The Committee should collectively possess an appropriate skills mix to allow it to carry out its overall function. Each member should have a good understanding of CITB's objectives and priorities and of their role as a Committee member. It is advisable that at least one member has HR experience at senior level.

Training

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 Committee's effectiveness and of their own contributions.

Tenure

Members have tenure for the remaining duration of their term of office as Trustees, unless directed otherwise by the Board.

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 in conjunction with the Board and the Corporate Governance Team.
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 as additional invitees or Members who may have a conflict of interest, 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 also ask the Committee to convene further meetings to discuss particular issues on which it wants to have the Committee's advice.
8. Meetings will be conducted via a mixture of in-person and remote gatherings, as deemed appropriate by the Chair. In exceptional circumstances, the Chair may give short notice on how the meeting will be conducted. Where meetings are held in-person, Members may, as an exception, and 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 Corporate Governance Team shall provide advice, guidance and administration services to the Committee.
10. Unless otherwise agreed, notice of each meeting confirming the venue, time and date together 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 five working days before the date of the meeting.

Section V: 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 is not present within ten minutes of the time appointed for holding the meeting, another Board Trustee Member 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 (if any) should be documented in the Board's Standing Orders.

5. The Committee should ensure that it has effective communication with appropriate key stakeholders.

6. 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.

7. 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 Corporate Governance, have the right to adjourn a meeting or temporarily exclude any individual or individuals whose conduct falls below acceptable standards.

3. Failure to adhere to CITB's Code of Conduct may damage the reputation of the CITB and the Committee; any Member in breach of the Code will be required to resign their membership of the Committee.

E. Evaluation

1. The Corporate Governance Team 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.

Section V: Good Governance

Agenda:

There will be a Standing Agenda focused on outcomes and reflective of key strategic themes. This agenda will be produced collaboratively with the Chair, lead staff member and Corporate Governance. Committee Members can submit agenda items, through Corporate Governance, up to one month ahead of the meeting date for consideration by the Chair. Any other business should be used for emergency items, notifiable to the Chair and Corporate Governance in advance of the meeting.

Notice of each meeting, with the 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 five working days before the date of the meeting.

Papers:

Meeting papers will be collated into a meeting pack and sent electronically to Members no later than five working days before the respective meeting date.

Minutes:

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 CITB Board. Supporting papers and minutes shall be sent digitally, via Convene, to Committee Members and to other attendees.

Terms of Reference (ToR):

The Committee's Terms of Reference will be reviewed annually by the Committee and recommended to the Board for approval.

ToR approved by Board	21 May 2021	Copy sent to Board Secretary	21 May 2021
1. Date for review of TOR /outcomes evaluation within 12 months of inception (as appropriate to remit)	March 2022		
2. Board decision on renewal/revision of ToR	May 2022		