

Nomination and Remuneration Committee Report to Members

1. Role of the Nomination and Remuneration Committee

- 1.1. The Nomination and Remuneration Committee (the NRC) is a formal committee of the Board of Trustees (the board) and is responsible for keeping under review the charity's recruitment, induction, evaluation and development policies to ensure they are fit for purpose and identify the best possible candidates to meet the succession requirements of the Board and its committees.
- 1.2. The NRC also has responsibility to review the charity's executive remuneration policy and framework for setting pay levels and movements and advise the board with regard to any changes; and to create a framework through which board and committee performance can be evaluated and developed.
- 1.3. The NRC's work is varied and has a strong focus on maintaining high standards of governance.

2. Membership

- 2.1. To aid in its work, the NRC has three independent members who bring an external perspective to our deliberations: Peter Collins, Clive Francis and Bridget Flint.
- 2.2. The NRC's membership during the 2017 year comprised of:
 - Hilary Ackland (trustee) (until October 2017)
 - Nadra Ahmed OBE (trustee & chair of NRC)
 - Peter Collins (independent)
 - Bridget Flint (independent)
 - Clive Francis (independent)
 - Mark Goodridge (trustee & chair of the board)
- 2.3. In order to support succession planning in 2018, the NRC recommended a change to its terms of reference which was approved by the board via email on 24 April 2018 and ratified at the board meeting of 7 June 2018, as follows:

"The Board shall appoint the Committee, which shall consist of *at least* 6 members:

 - 12.1 The Chair of the Board of Trustees
 - 12.2 *At least* two Trustees
 - 12.3 *At least* three independent individuals"
 - 2.4. This brought the NRC terms of reference in line with the terms of reference for the other committees of the board and allowed the NRC to recommend the appointment of Mary Whyham and Margaret Chamberlain to the NRC (both appointments effective 25 April 2018) in order to both replace Hilary Ackland and anticipate the retirement (by rotation) of Nadra Ahmed in October 2018. The board approved the appointments via email on 24 April 2018 (ratified at the board meeting of 7 June 2018).

2.5. Nadra Ahmed's second term as trustee, and therefore her term as chair of the NRC, finishes at the end of the 2018 AGM on 20 October 2018. At the time of writing this report the process for appointing a new chair of the NRC had started.

3. Trustee elections

3.1. The NRC were pleased to see Margaret Chamberlains reelection as England Trustee in October 2017, along with the election of Paul Warner as England Trustee. Paul is a chartered accountant with commercial operations and finance experience, as well as being the treasurer of his local Parkinson's UK branch.

3.2. In addition, both Anne MacColl and Freda Lewis, who had held two consecutive terms as co-opted trustees, were elected to the positions of Scotland Trustee and Wales Trustee respectively.

3.3. Following successful elections in England, Scotland and Wales in 2017, there remained an elected trustee vacancy in Northern Ireland.

3.4. A number of avenues to seek suitable candidates were pursued, these were:

- Attendance by Nadra Ahmed and Steve Ford at a Northern Ireland Working Together event in April 2018, with a view to generating interest in the role with active Northern Ireland members.
- Letters to every member in Northern Ireland regarding the vacancy.
- Conversations between the Northern Ireland Country Director and potential candidates.

3.5. The charity received three expressions of interest, two of whom were ineligible due to membership requirements and one of whom withdrew part way through the process.

3.6. As such, the board approved the recommendation of the NRC to appoint an individual to the role of Elected Trustee in Northern Ireland, in accordance with Article 7.3(a)(iii) of the Charity's Articles of Association (below).

7.3 Elected Trustees

- (a) If the number of candidates validly nominated for election to the Board as Elected Trustees from that area in accordance with these Articles:
- (i) exceeds the number of vacancies, the election of such Trustees shall be decided by a postal ballot among Members having addresses recorded in the Register of Members in that area using the **first past the post** method with one vote per Member for each vacancy available;
 - (ii) is equal to the number of vacancies, the candidate shall be deemed to be elected as an Elected Trustee; and
 - (iii) is less than the number of vacancies, the Trustees may appoint an individual who meets the criteria in Articles 7.2(a) and 7.2(b)(ii) to be a Trustee for a maximum term of one Year in which case such an individual will be treated as an Elected Trustee for that area for the purposes of these Articles.

3.7. As part of the trustee recruitment campaign (outlined in section 4 below) the charity advertised across all four nations and received two applications from Northern Ireland, both of whom were interviewed.

3.8. The NRC were extremely pleased to see interest from Northern Ireland in the

trustee role and recommended the appointment of Kyle Alexander to the role of Elected Trustee of Northern Ireland. Kyle's appointment was approved by the board on 2 August 2018 and effective as of 8 August 2018.

- 3.9. Kyle has received an OBE for 40 years of services to urban regeneration in Northern Ireland and is passionate about making a difference for individuals through delivering transformation for both people and places. Now retired, he serves as a Belfast Harbour Commissioner and as a voluntary trustee of several community led charities.

4. Trustee recruitment

- 4.1. During May and June of 2018, the NRC led on a broad-ranging recruitment campaign to seek four new trustees for the board, in order to:
- Fill the appointed trustee vacancy left by Lucie Austin.
 - Fill the vacancies anticipated by the retirement of Nadra Ahmed and Richard Raine in October 2018.
 - Identify an additional person to be co-opted for a year, in response to a request from the board to have regard to the skills and experience on the board during a year in which a new strategy will be agreed and a new chair appointed.
- 4.2. The recruitment took the form of a dedicated search undertaken by the recruitment agency, Green Park, and an internally-led advertisement campaign across a range of media throughout the UK.
- 4.3. Each of the recruited trustees demonstrated a good understanding of Parkinson's.

5. Trustee appointments

- 5.1. The following appointments have been made to the Board since the last NRC report to members:
- Professor David Burn (October 2017)
Pro-Vice-Chancellor of the Faculty of Medical Sciences at Newcastle University and former National Clinical Director for the Parkinson's UK Excellence Network.
 - Paresh Thakrar (8 August 2018)
Strategist-operator in relation to technology, innovation and transformation. Commercial Director at Brit Insurance and former diplomat at the British High Commission in Nairobi, Kenya.
- 5.2. Members should also note that it is the intention of the board to appoint Andrew Cavey and Matthew Durdy to the board effective as of the end of the 2018 AGM on 20 October to take the vacancies that will be created by Nadra Ahmed's and Richard Raine's terms as appointed trustees ending on this date.
- 5.3. Andrew Cavey and Matthew Durdy are currently serving on the board as co-opted trustees as set out below.

6. Trustee co-options

- 6.1. The following co-options were made since the last NRC report to members:
- Gary Shaughnessy, effective 8 August 2018 for a term of one year.

- Andrew Cavey, effective 8 August 2018 until 20 October 2019 (following which he becomes an appointed trustee).
 - Matthew Durdy, effective 8 August 2018 until 20 October 2019 (following which he becomes an appointed trustee).
- 6.2. Under the Articles of Association the board may “co-opt individuals to the Board who have a required specialist knowledge or experience not otherwise available to the Board” for “only so long as the specialist knowledge or expertise is required and is not otherwise available to the Board, initially limited to a maximum term of one Year”.
- 6.3. The NRC considered each co-option on its merits, as set out below. The NRC agreed that each of the candidates brought expertise and experience directly relevant to upcoming issues faced by the board, and that was currently not represented on, or readily available to, the board. The NRC unanimously concluded that having their experience on the board immediately, in a decision-making rather than observer capacity, was therefore very important and in the best interests of the charity. A recommendation to co-opt these candidates was made to the board on that basis and approved by the board on 2 August 2018.
- 6.4. **Gary Shaughnessy** evidenced a level of strategic, transformation and financial leadership and experience of a scale and breadth that was not currently on the board (involving budgets of up to \$1bn within the financial services industry). In the current economic environment, it is crucial for Parkinson’s UK to become more efficient and deliver even better value for money in order to reach even more people affected by Parkinson’s. The NRC and the board considered that the board required the skills and experience brought by Gary to help it deliver this. In addition, Gary has significant chair experience within a large philanthropic organisation. The co-option of Gary for the year meets the request from the board to bring additional skills to the board during this important period.
- 6.5. **Matthew Durdy** has extensive experience in biotechnology and therapeutic development in areas such as genetics, cell biology, immunology and data technology gained within the research sector. **Andrew Cavey** leads global drug development programmes from within the pharmaceutical industry, overseeing clinical development, pharmacology, manufacturing and launch of transformative medicines across all phases of development
- 6.6. At the time of the recruitment exercise it was clear to the NRC and the board that, in the immediate months following the recruitment process, the board would be asked to address issues that were vital to the future of its research and development plans (during its meetings on 8 August, 9 August and 4 October). The board considered that it was important that the board have the depth of skill and knowledge around the table to enable it to knowledgeably debate, and to make, these decisions. Matthew and Andrew bring unique expertise and significant value to the discussions and decision making of the board, particularly in relation to the charity’s research and development plans, and they both have the skills that are needed by the board for these meetings. In deciding to co-opt Matthew and Andrew for the period 9 August-20 October 2018 the NRC and the board considered it was important that they both also have an active role in making the decisions which are to be made.

7. Trustee retirements

7.1. The following retirements have taken place since the last report to members.

- Hilary Ackland, Elected Trustee, England (October 2017)
- Lucie Austin, Appointed Trustee (February 2018)
- Doug MacMahon, Appointed Trustee (February 2018)

7.2. Members should also note that Nadra Ahmed and Richard Raine are due to retire on 20 October 2018.

8. Chair succession

8.1. Expressions of interest for the role of Chair of the Board of Trustees will be sought in early 2019. If sufficient expressions of interest are received an election for the role of Chair will be held in accordance with 9.1(a) of the Articles of Association prior to expiry of the term of the current Chair.

9. Audit and Risk Committee

9.1. The committee has changed its name to the 'Audit and Risk Committee to better reflect the scope of its work. As reported at the 2017 AGM, Tim Tamblyn, trustee, was appointed as committee chair, with the previous chair, David Prince, stepping down from his chair role, at the end of September 2017. Margaret Chamberlain stepped down as a trustee member of the committee in March 2018, with Paul Warner being appointed as a trustee member in May 2018.

9.2. With David Prince's term on the committee due to end in October 2018, an external recruitment exercise was conducted by the NRC to seek another independent member. Jonathan Blackhurst was appointed to the Audit and Risk Committee as an independent member on 7 August 2018.

9.3. In order to give continuity to the committee's work during the induction of a new member, the board approved the extension of David Prince's appointment to December 2018.

10. Investment Committee

10.1. As reported at the 2017 AGM, after an open recruitment process, three individuals were appointed to the committee as independent members: Rachel Beagles (January 2017), Alla Bashenko (October 2017) and Gilbert Rizk (October 2017).

10.2. Rachel Beagles was subsequently appointed as chair of the committee from October 2017, following departure of the incumbent chair, Mark Dumas, in October 2017.

11. Research to understand barriers in recruiting elected Trustees

11.1. The NRC was pleased with the standard of the field of candidates in 2017, with challenges remaining only with regard to having an elected trustee in Northern Ireland.

11.2. However, in order to understand challenges experienced in previous years and to continue to improve the interest in the elected trustee role, the NRC commissioned a qualitative piece of research with the objectives of the project being to understand the barriers to standing for election and to inform recommendations to reduce or remove these barriers.

11.3. The key findings and recommendations from the research as reported to the board in October 2017 were that:

1. The Board should seek opportunities to raise the profile of existing trustees with members in order to improve the understanding and visibility of the Trustee role.
2. Trustee learning and development should continue to be developed and strengthened.
3. The areas in which there was significant evidence to suggest that people withdraw from the process should be considered by the Board and recommendations taken to members at the AGM.

11.4. As a result of this research a reduction of the membership eligibility criteria from 12 months to 6 months was incorporated into the new Articles of Association and passed by resolution at the October 2017 AGM.

11.5. The other recommendations are being taken forward by the NRC, supported by the Parkinson's UK governance team, in late 2018 and early 2019 prior to commencing elections in 2019.

12. Leadership framework and ongoing implementation of a holistic appraisal and development framework

12.1. Following on from the work undertaken in 2016 to create a framework setting out the skills experience and competencies required to lead Parkinson's UK through the current strategic period and beyond, the NRC:

- Oversaw the development of and approved a toolkit to support the ongoing implementation of the development framework, which included a clear process and associated documentation to support appraisals and in-year one-to-one discussions.
- Agreed timeframes for implementing the year two individual appraisal process which then took place in January 2018, and discussed the findings of the appraisal process, in terms of general themes rather than individual feedback, with the chair of the board.

13. Development and review of policy and procedure

13.1. The NRC developed and reviewed a number of key policies during the course of 2017, details of which are set out below.

- Committee Recruitment Policy (honorary officers): the NRC approved this new policy at its January 2017 meeting to ensure that the appointment of two new Committee Chairs was managed in a consistent and effective manner.
- Recruitment Policy (annual review): this policy was reviewed and endorsed by the NRC without amendment, but it was agreed that results from the research project should feed into any future review.
- Trustee Induction Policy (annual review): reviewed and approved by the NRC at its August 2017 meeting, with the addition of information relating to the role of the Governance Co-Ordinator.
- Trustee Buddying Scheme Policy (annual review): reviewed and approved by the NRC at its August 2017 meeting.
- Code of Conduct (annual review): reviewed and revisions recommended to the board at the January 2017 NRC meeting (and approved at the February 2017 board meeting).

The Code now includes expected behaviors of trustees and committee members, rather than just the legal expectations placed on them.

A handwritten signature in black ink, appearing to read 'Nadra Ahmed', with a stylized flourish underneath.

Nadra Ahmed OBE

Chair of the Nominations and Remuneration Committee

August 2018