

Nomination and Remuneration Committee Report to the Board and 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 2018 year comprised of:
 - Nadra Ahmed OBE (trustee & chair of NRC¹ until 20 October 2018)
 - Mary Whyham MBE (trustee, vice-chair of the board & chair of NRC)
 - Margaret Chamberlain (trustee)
 - Peter Collins (independent)
 - Bridget Flint (independent)
 - Clive Francis (independent)
 - Mark Goodridge (trustee & chair of the board)
- 2.3. Nadra Ahmed's second term as trustee, and therefore also her term as chair of the NRC, finished at the end of the AGM on 20 October 2018. The NRC elected a new chair, Mary Whyham, who will serve as Chair until the end of this year's AGM on 12 October 2019. At this point Mary is standing down as trustee and a new trustee chair will be appointed before the end of 2019.

¹ Until 20 October 2018

3. Meetings and overview of activity

3.1. In the reporting period since the last report (approved by the NRC at their meeting of 7 August 2018) the NRC has met three times on 7 November 2018, 6 March 2019 and 3 July 2019.

3.2. Its activities have included:

- Overseeing Chair of the Board succession (please see section 4 for more detailed information).
- Overseeing and advising on all trustee and committee recruitment, including the trustee election process (please see sections x- x below for more detailed information)
- Advising on board and committee diversity, including requesting a data gathering exercise on board & committee diversity.
- Establishing a new exit interview process for retiring trustees whereby the trustees will be interviewed by an independent member of the NRC.
- Reviewing, updating and consolidating the trustee and committee member recruitment policies.
- Reviewing and discussing SLT proposals regarding the Parkinson's UK pay award and making a recommendation to the board regarding this.
- Reviewing and updating the trustee and committee member Code of Conduct.
- Reviewing and advising on succession planning, performance and salary increases for the SLT.
- Monitoring and advising on the charity's gender pay gap.

4. Chair succession

4.1. During 2018 and 2019, the NRC oversaw and advised on the process for electing a new chair to the Parkinson's UK Board of Trustees, this included making changes to the Parkinson's UK Regulations in order to ensure a smoother succession process.

4.2. Under the previous Regulations, the board election for a new chair took place at a meeting immediately after the AGM at which the incumbent chair's term ended. It was the view of the NRC that an earlier election would provide certainty regarding the succession of a new chair and allow time for a period of handover between the incumbent chair and new chair.

4.3. Following the recommendation of the NRC, the Regulations were amended at the 13 December 2018 board meeting. Expressions of interest for the role of chair were sought in early 2019 and in May 2019 the board elected Gary Shaughnessy to the position of chair, for a term of two years effective as of the end of the AGM on 12 October 2019. Further information regarding our incoming chair can be found on our website at

<https://www.parkinsons.org.uk/trustees> and in your next issue of The Parkinson.

5. Trustee appointments

- 5.1. Following their co-options to the board during the previous reporting period, Matthew Durdy and Andrew Cavey were appointed to the board for four-year terms, effective as of the end of the AGM on 20 October 2018 (taking the roles vacated by the appointed trustees Nadra Ahmed and Richard Raine).

6. Trustee co-options

- 6.1. 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”.
- 6.2. At the time of writing this report the only co-opted trustee is Gary Shaughnessy. Gary Shaughnessy was co-opted to the board in 2018², effective until the end of the 2019 AGM. The board have now passed a resolution to appoint Gary as an appointed trustee for a four-year term, effective as of the end of the AGM on 12 October 2019, taking the appointed role that will be vacated by Mark Goodrige.
- 6.3. The board also exercised its powers of co-option to extend the period of Richard Raine’s term as trustee for six months. As Finance Trustee for the previous four years Richard had an in depth and detailed knowledge of, and significant expertise in, the finances of the charity, and that no other trustee of the board had this knowledge or expertise. At this point the charity was going through a significant budgeting exercise for 2019 and beyond and the board considered that having Richard to continue to contribute his knowledge and expertise to that process would be of enormous benefit to the charity.
- 6.4. Finally, the board exercised its powers of co-option to co-opt Tim Tamblyn as trustee of the board in accordance with Article 7.5, effective as of 12 October 2019, for only such period of time as his expertise and knowledge is required and for not longer than one year.
- 6.5. Tim Tamblyn’s first term as an Elected Trustee is due to end this year on 12 October 2019 however Tim did not wish to commit to another four-year period.
- 6.6. This next year will be a period of significant change for the board and the charity, including but not limited to a change of chair and the implementation of a new five-year strategy, as well as the on-boarding of new auditors after twelve years with Crowe UK. It was felt there would be substantial benefit in having continuity in the chair of the audit and risk committee during this period of change.
- 6.7. The NRC and then the Board discussed the merits of co-opting Tim in the

² This co-option was reported to members at the 20 October 2018 AGM.

context of the needs of the board and charity and in relation to the requirements of the Articles. It was decided that Tim's skillset and, in particular, his experience and knowledge as the current chair (and long-standing member) of the Audit & Risk Committee met the requirements of the Articles and it would be to the benefit of the Board and charity to retain Tim's skills and experience for an interim period.

- 6.8. In making this co-option the Board were mindful of the fact that members have expressed concern in the past about the use of co-option powers. The Board is of the view that with this co-option an appropriate balance between elected and non-elected trustees has been maintained.
- 6.9. Members should note that at the time Tim Tamblyn's co-option becomes effective he will be the only co-opted trustee on the board.

7. Trustee elections

- 7.1. There were no trustee elections held in 2018. In 2019 we announced elections in Northern Ireland, Scotland and England.
- 7.2. In 2018 our Elected Trustee for Scotland, Anne MacColl, resigned effective as of 31 December 2018. In order to fill this role the Board appointed David Allan to this role (under Article 7.6(b)) until the 2019 AGM.
- 7.3. To view further information about the candidates and elections, please refer to the candidate packs enclosed with your AGM notices.

Elections in future years

- 7.4. As there are no elections planned for 2020, the NRC intends to use this time to continue to cultivate understanding and awareness of the trustee role

8. Trustee movements

- 8.1. The following trustees have left the board since the last report to members.
- Richard Raine, Appointed Trustee then Co-opted as described above (February 2019)
 - Anne MacColl, Appointed Trustee (December 2018)
- 8.2. We would like to thank Anne and Richard for their contribution and commitment to the charity.

9. Audit and Risk Committee

- 9.1. With Caroline Emerton's term on the committee due to end in September 2019, an external recruitment exercise was conducted by the NRC to seek another independent member. Jon Bennett was appointed to the Audit and Risk Committee as an independent member effective from 29 September 2019.

10. Investment Committee

- 10.1. There has been no recruitment or other changes to membership for this

Committee since the last report to members.

11. Senior Leadership Team succession and performance

11.1. NRC held a session with the CEO to consider the arrangements in relation to SLT succession planning and to discuss the performance of SLT, as a whole and individually. This will be a regular aspect of the NRC's annual work plan.

A handwritten signature in grey ink, reading "Mary Whyham", with a long horizontal line extending from the end of the signature.

Mary Whyham MBE

Chair of the Nominations and Remuneration Committee

July 2019