

Terms of Reference of the Nominations and Governance Committee		THE
		NATIONAL
		ARCHIVES

1. Overall purpose and objectives

1.1 The National Archives' Board (the Board) has established the Nominations and Governance Committee (the Committee) as a Sub-Committee of the Board, to be the decision-making body for the pay and bonuses of The National Archives' Senior Civil Service (SCS) staff, except for the Chief Executive and Keeper and where individuals have alternative contractual arrangements in place. The Nominations and Governance Committee is also the key forum for discussion of leadership development and succession planning. Its role is to:

- scrutinise systems for identifying and developing leadership and high potential
- scrutinise plans for orderly succession of appointments to the Board and of senior management, in order to maintain an appropriate balance of skills and experience
- scrutinise incentives and rewards for executive board members and senior officials, and advise on the extent to which these arrangements are effective at improving performance
- monitor the support given to SCS members to improve their performance
- advise on, and scrutinise The National Archives' implementation of, corporate governance policy
- receive or propose, on an exceptional basis, items for discussion that are considered to be a significant risk to the organisation.¹

1.2 Specifically in relation to remuneration, its role is to:

- approve or amend The National Archives' SCS Remuneration Policy
- receive, consider and decide upon recommendations from the Chief Executive and Keeper on the pay and bonus of SCS (or equivalent) members of staff
- ensure that the recommendations and decisions are in line with the policy and with current Cabinet Office instructions
- satisfy itself that recommendations are fair and based on evidence

¹ In line with the remit of the Committee, these would typically be risks associated with 'people' or 'governance'.

- monitor pay outcomes to ensure that differences are justifiable
- ensure that proper financial provision has been made for the implementation of decisions.

2. Membership

2.1 The membership of the Committee will be as follows:

- The Chair of The National Archives Board and the four non-executive board members, one of whom will chair the Committee
- The Chief Executive and Keeper, ex-officio
- The Director of People, Inclusion and Change or their nominee to provide secretarial support.

3. Meeting arrangements

- 3.1 The quorum for meetings is three non-executive board members, one of whom must be the Chair of The National Archives' Board. If a meeting of the Committee becomes inquorate by reasons of its members leaving the meeting, the meeting shall, at the discretion of the Chair, either be suspended until the quorum is re-instated or adjourned to another date.
- 3.2 If the Chair is absent for all or part of the meeting, then the Chair, in consultation with the Chief Executive and Keeper, will identify/nominate someone to chair the meeting and/or item.
- 3.3 Minutes of each meeting, along with all supporting documentation, will be kept securely by the Director of People, Inclusion and Change.

4. Reporting and effectiveness

- 4.1 A summary of the Committee's work will be reported in the Governance Statement within the Annual Report and Accounts.
- 4.2 The effectiveness of the Committee will be assessed as part of the annual Board effectiveness review process.

5. Review

- 5.1 The terms of reference will be reviewed biennially, or earlier if necessary.
- 5.2 These terms of reference were last reviewed and agreed by The National Archives' Board on 29 February 2024. The next scheduled review date is February 2025.